PROCTER & GAMBLE Co
Form 4
February 03, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Biegger Mark F

(Last) (First) (Middle)

ONE PROCTER & GAMBLE PLAZA

(Street)

CINCINNATI OH

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
PROCTER & GAMBLE Co [PG]

3. Date of Earliest Transaction (Month/Day/Year)
09/30/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Human Resources Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/01/2017		M		17,326	A	$ 66.18	34,827.315 (1)	D	
Common Stock	02/01/2017		S		17,326	D	$ 87.445 (2)	17,501.315	D	
Common Stock	02/01/2017		M		13,790	A	$ 48.17	31,291.315	D	
Common Stock	02/01/2017		S		13,790	D	$ 87.445 (2)	17,501.315	D	
									I	

Common Stock	17,369.964 (3)		By Retirement Plan Trustees
Common Stock	7	I	By son Noah

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying Se (Instr. 3 and 4
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Series A Preferred Stock	(4)	09/30/2016(5)		A	V	174.8792		(6)	(6)	Common Stock
Restricted Stock Units	(7)	11/15/2016		A	V	28.3		(8)	(8)	Common Stock
Stock Option (Right to Buy)	$ 66.18	02/01/2017		M			17,326	02/28/2011	02/28/2018	Common Stock
Stock Option (Right to Buy)	$ 48.17	02/01/2017		M			13,790	02/27/2012	02/27/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Biegger Mark F ONE PROCTER & GAMBLE PLAZA			Chief Human Resources Officer	

CINCINNATI OH

Signatures

/s/ Robert B. White, attorney-in-fact for Mark F. Biegger	02/03/2017
**Signature of Reporting Person	Date

Explanation of Responses:

*	If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
**	Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
(1)	Total includes grant of dividend equivalents in the form of Restricted Stock Units (RSU's) settled in common stock.
(2)	Weighted average price of the shares sold. The price range was $87.415 to $87.49. Full information regarding the number of shares sold at each separate price available upon request.
(3)	Reflects adjustment to PST through December 31, 2016.
(4)	Higher of $6.82 (adjusted for 2-for-1 stock split effective May 21, 2004) or market price of Common Stock.
(5)	Series A Preferred Stock allocated to Officer's Retirement Plan Account pursuant to Retirement Plan provisions for the period ending 9/30/2016.
(6)	Shares held by Retirement Plan Trustees. If Officer terminates employment and elects distribution of shares, or, if after age 50 elects alternative investment within Plan, Preferred Stock converted/redeemed at specified conversion/exercise price.
(7)	Dividend equivalents in the form of Retirement Restricted Stock Units (RSUs) previously awarded pursuant to Issuer's retirement program. All such RSUs represent a contingent right to receive Procter & Gamble common stock.
(8)	These units will deliver in shares on retirement from the company, unless delivery is deferred or such shares are contributed to reporting person's deferred compensation account.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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