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PROCTER & GAMBLE CO

Form 4

September 17, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person

John E. Pepper
One Procter and Gamble Plaza
OH, Cincinnati 45202

2. Issuer Name and Ticker or Trading Symbol

The Procter and Gamble Company (PG)

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

9/13/2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(X) Director () 10% Owner () Officer (give title below) () Other
(specify below)

7. 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	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month
Common Stock	8/7/2002	G	V 4000 1 D	612973
Common Stock				511.0159 2
Common Stock	8/7/2002	G	V 4000 1 D	2236
Common Stock				225000

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction	4.	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Percentage of Total Ownership

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Security	Date	Code	V	Amount	A/D	Exercisable	Expiration Date	Title and Number of Shares
Series A Preferred Stock	12/31/2001	A	V	0.4474	A	5		Common Stock 0.4474
Series A Preferred Stock	3/31/2002	A	V	0.4177	A	5		Common Stock 0.4177
Series A Preferred Stock	6/30/2002	A	V	1.0925	A	5		Common Stock 1.0925
Stock Option (right to buy)	9/13/2002	A		1442	A		9/13/12	Common Stock 1442

Explanation of Responses:

1. Transfer to irrevocable trust over which reporting person has no beneficial ownership, for estate planning purposes.
2. Between 10/1/01 and 6/30/02, reporting person acquired 6.8142 shares of Common Stock under Issuer's Profit Sharing Trust and Employee Stock Ownership Plan.
3. Higher of \$13.75 or market price of Common Stock.
4. Series A Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for period 10/1/01 and 12/31/01.
5. Series A Preferred held by Retirement Plan Trustees. If officer terminates employment or after age 50 elects alternative investment with Retirement Plan, Preferred Stock converted/redeemed at specified conversion/exercise price.
6. Series A Preferred Stock allocated to officer's Retirement Plan account pursuant to Retirement Plan provisions.
7. Series A Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for the period 1/1/02 and 3/31/02.
8. Series A. Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for the period 4/1/02 and 6/30/02
9. Director stock option granted under the 1993 Non-Employee Directors' Stock Plan.