

PROCTER & GAMBLE CO
Form 4
August 18, 2005

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 *
MCDONALD ROBERT A

(Last) (First) (Middle)

ONE PROCTER AND GAMBLE
PLAZA

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/16/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice Chair-Global Operations

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 or Price		
Common Stock	08/16/2005		M		20,544 A \$ 20.2962	95,181	D
Common Stock	08/16/2005		F		7,728 D \$ 53.956	87,453	D
Common Stock	08/16/2005		F		4,544 D \$ 53.956	82,909	D
Common Stock	08/16/2005		M		4,800 A \$ 21.9407	87,709	D
Common Stock	08/16/2005		F		1,952 D \$ 53.956	85,757	D

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Common Stock	08/16/2005	F	1,010	D	\$ 53.956	84,747	D
Common Stock	08/16/2005	M	24,774	A	\$ 29.8768	109,521	D
Common Stock	08/16/2005	F	13,718	D	\$ 53.956	95,803	D
Common Stock	08/16/2005	F	3,920	D	\$ 53.956	91,883	D
Common Stock	08/16/2005	M	3,144	A	\$ 37.4778	95,027	D
Common Stock	08/16/2005	F	2,184	D	\$ 53.956	92,843	D
Common Stock	08/16/2005	F	341	D	\$ 53.956	92,502	D

Common Stock						24,014.4613	I	By Retirement Plan Trustees
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 20.2962	08/16/2005		M	20,544 (1)	02/28/1997	03/01/2006	Common Stock	20,544
Stock Option (right to	\$ 21.9407	08/16/2005		M	4,800 (1)	07/10/1997	07/10/2006	Common Stock	4,800

buy)

Stock

Option (right to buy)	\$ 29.8768	08/16/2005	M	24,774 <u>(1)</u>	02/28/1998	02/28/2007	Common Stock	24,774
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Stock

Option (right to buy)	\$ 37.4778	08/16/2005	M	3,144 <u>(1)</u>	07/09/1998	07/09/2007	Common Stock	3,144
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MCDONALD ROBERT A
ONE PROCTER AND GAMBLE PLAZA
CINCINNATI, OH 45202

Vice Chair-Global Operations

Signatures

ADAM NEWTON as Attorney-In-Fact for Robert A.
McDonald

08/18/2005

____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) Shares adjusted for 2-for-1 stock splits on 8/22/97 and 5/21/04.

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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