PROCTER & GAMBLE CO

Form 4/A May 17, 2006

FORM 4

OMB APPROVAL

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

OMB Number:

Expires:

3235-0287

Check this box if no longer

Nun

5. Relationship of Reporting Person(s) to

Issuer

Persons who respond to the collection of

information contained in this form are not

January 31, 2005

0.5

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per

Form 5 obligations may continue.

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

2. Issuer Name and Ticker or Trading

response...

See Instruction

30(h) of the Investment Company Act of 1940

Symbol

1(b).

(Print or Type Responses)

CLOYD G GILBERT

1. Name and Address of Reporting Person *

			PROCTER & GAMBLE CO [PG]					[PG]	(Check all applicable)			
(Last) (First) (Middle) ONE PROCTER AND GAMBLE PLAZA			3. Date of Earliest Transaction (Month/Day/Year) 11/15/2005						Director 10% Owner Selfow) Chief Technology Officer			
CINCINN (City)	4. If Amendment, Date Original Filed(Month/Day/Year) 11/15/2005						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person quired, Disposed of, or Beneficially Owned					
1.Title of Security (Instr. 3)	(State) 2. Transaction Dat (Month/Day/Year)		ed Date, if	3. Trans Code (Instr.	actic	4. Securion(A) or D (Instr. 3,	ties A ispose 4 and (A) or (D)	ed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 235,765.59	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Stock Common Stock	11/15/2005			F		15 (1)	D	56.025	(2) 63,792.74	I	By Retirement Plan Trustees	
Common Stock	11/10/2005 eport on a separate li	ne for each cl	lass of sec	G	V bene	_0	D wned d	\$ 0	1,730 ndirectly.	I	By Wife	

SEC 1474

(9-02)

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required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securiti	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								F	Amount		
						•	Expiration Date		or		
									Number		
									of		
				Code V	(A) (D)			S	Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CLOYD G GILBERT ONE PROCTER AND GAMBLE PLAZA CINCINNATI, OH 45202

Chief Technology Officer

Signatures

Susan S. Whaley as Attorney-In-Fact for G. GILBERT CLOYD

05/17/2006

**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) Automatic conversion of Restricted Stock Units ("RSUs") to withhold for taxes due upon dividend equivalents granted in the form of RSUs on May 15, 2006.
- (2) Total includes grant of dividend equivalents in the form of RSUs on May 15, 2006, pursuant to Issuer's 2001 Stock and Incentive C ompensation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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