

Keith R. Alexandra  
Form 4  
March 04, 2019

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Keith R. Alexandra

(Last) (First) (Middle)

ONE PROCTER & GAMBLE  
PLAZA

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

PROCTER &amp; GAMBLE Co [PG]

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

02/28/2019

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)

President Global Hair &amp; Beauty

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)
Common Stock	02/28/2019		A	11,734 A \$ 0 <sup>(1)</sup>	51,709.885 <sup>(2)</sup>	D	
Common Stock	02/28/2019		A	2,218 A \$ 0 <sup>(1)</sup>	11,088.191 <sup>(2)</sup>	I	By Spouse
Common Stock	02/28/2019		S	2,476 <sup>(3)</sup> D \$ 98.5716	49,233.885	D	
Common Stock	02/28/2019		S	551 <sup>(3)</sup> D \$ 98.5716	10,537.191	I	By Spouse
Common Stock					2,431.0061 <sup>(4)</sup>	I	By Retirement Plan

Common Stock	4,736.1699 <u>(4)</u>	I	Trustee  By Spouse, By Retirement Plan Trustee
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Share
Restricted Stock Units	<u>(5)</u>	11/15/2018		A	V	21.546		<u>(6)</u>	<u>(6)</u>	Common Stock	21.546
Restricted Stock Units	<u>(5)</u>	02/15/2019		A	V	20.521		<u>(6)</u>	<u>(6)</u>	Common Stock	20.521
Stock Option (Right to Buy)	\$ 98.55	02/28/2019		A		27,336		02/28/2022	02/28/2029	Common Stock	27,336
Stock Option (Right to Buy)	\$ 98.55	02/28/2019		A		5,167		02/28/2022	02/28/2029	Common Stock	5,167

## Reporting Owners

Reporting Owner Name / Address

### Relationships

Director

10% Owner

Officer

Other

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Keith R. Alexandra  
ONE PROCTER & GAMBLE PLAZA  
CINCINNATI, OH 45202

President  
Global Hair &  
Beauty

## Signatures

/s/ Aaron Shepherd, attorney-in-fact for R. Alexandra  
Keith

03/04/2019

\_\_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) Restricted Stock Units awarded pursuant to Issuer's 2014 Stock and Incentive Compensation Plan.
- (2) Total includes grant of dividend equivalents in the form of Restricted Stock Units (RSU's) settled in common stock.
- (3) Shares sold to cover tax obligations upon settlement of Restricted Stock Unit award.
- (4) Reflects adjustment to PST through December 31, 2018.
- (5) Dividend equivalents in the form of 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.
- (6) 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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