

Edgar Filing: PROCTER & GAMBLE CO - Form 4

Series A Pref	1	12/31/		A	V 23.9449	A	3		Common Stock 23.9449 4.0
erred Stock		2002 2							

Series A Pref	1	3/31/ 2		A	V 24.9121	A	3		Common Stock 24.9121 4.0
erred Stock		003 5							

Explanation of Responses:

1. Higher of \$13.75 or market price of Common Stock.
 2. Series A Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for the period 10/1/02 and 12/31/02.
 3. 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.
 4. Series A Preferred Stock allocated to officer's Retirement Plan account pursuant to Retirement Plan provisions.
 5. Series A Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for the plan year 1/1/03 through 3/31/03.
- SIGNATURE OF REPORTING PERSON
 Robert A. McDonald
 /S/ E. J. WUNSCH -- As Attorney-in-Fact for Robert A. McDonald