

GILLETTE CO
Form 4
October 04, 2005

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WILLARD RICHARD K

(Last) (First) (Middle)

**PRUDENTIAL TOWER
BUILDING - 42**

(Street)

BOSTON, MA 021998004

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
GILLETTE CO [G]

3. Date of Earliest Transaction
(Month/Day/Year)
10/01/2005

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) below)

SR Vp & General Counsel

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock \$1 Par value	10/01/2005		D ⁽¹⁾		1,112.7	D	\$ 0 0
						I	

By
Savings
Plan Trust
- 401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Supplemental Savings Plan Units	(2)	10/01/2005		D	6,673.6	10/01/2005 ⁽³⁾ 10/01/2005	Common Stock \$1 Par value
Employee Stock Option (right to buy)	\$ 32.38	10/01/2005		D ⁽⁴⁾	100,000	06/19/2004 06/18/2013	Common Stock \$1 Par value
Employee Stock Option (right to buy)	\$ 36.16	10/01/2005		D ⁽⁴⁾	80,000	11/01/2000 10/30/2009	Common Stock \$1 Par value
Employee Stock Option (right to buy)	\$ 41.625	10/01/2005		D ⁽⁴⁾	40,000	12/02/2000 12/01/2009	Common Stock \$1 Par value
Employee Stock Option (right to buy)	\$ 32.03	10/01/2005		D ⁽⁴⁾	110,000	06/15/2001 06/14/2010	Common Stock \$1 Par value
Employee Stock Option (right to buy)	\$ 32.185	10/01/2005		D ⁽⁴⁾	65,000	02/15/2002 02/14/2011	Common Stock \$1 Par value
Employee Stock Option (right to buy)	\$ 28.26	10/01/2005		D ⁽⁴⁾	100,000	06/21/2002 06/20/2011	Common Stock \$1 Par value
Employee Stock Option (right to buy)	\$ 35.58	10/01/2005		D ⁽⁴⁾	100,000	06/20/2003 06/19/2012	Common Stock \$1 Par value
Employee Stock Option (right to buy)	\$ 43.1	10/01/2005		D ⁽⁴⁾	95,000	06/17/2005 06/16/2014	Common Stock \$1 Par value
Employee Stock Option (right to buy)	\$ 51.96	10/01/2005		D ⁽⁴⁾	75,000	06/16/2006 06/15/2015	Common Stock \$1 Par value

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLARD RICHARD K PRUDENTIAL TOWER BUILDING - 42 BOSTON, MA 021998004			SR Vp & General Counsel	

Signatures

By: Carol S. Fischman as Attorney
in Fact 10/01/2005

__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).
- Disposed of pursuant to merger agreement between The Gillette Company and The Procter & Gamble Company in exchange for shares of
- (1) The Procter & Gamble Company at an exchange ratio of .975 per share having a market price of \$59.46 per share on the effective date of the merger.
 - (2) 1-for-1
 - (3) These stock units were assumed by The Procter & Gamble Company in the merger and replaced with stock units of The Procter & Gamble Company converted at an exchange ration of .975 per unit.
 - (4) This option was assumed by The Procter & Gamble Company in the merger and replaced with an option to purchase shares of The Procter & Gamble Company converted at an exchange ratio of .975 per share.

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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