

PROCTER & GAMBLE CO

Form 4

February 02, 2006

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 *
MARTIN MARIANO

(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)

01/31/2006

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 ____ Other (specify
below) below)

Global Cust. Bus. Dev. Officer

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	01/31/2006		M	V Amount (A) or (D) Price \$ 11,910 A 20.2962	34,307.04	D	
Common Stock	01/31/2006		F	2,829 D \$ 59.12	31,478.04	D	
Common Stock	01/31/2006		M	6,336 A \$ 21.9407	37,814.04	D	
Common Stock	01/31/2006		F	1,470 D \$ 59.12	36,344.04	D	
Common Stock	01/31/2006		M	8,270 A \$ 29.8768	44,614.04	D	

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Common Stock	01/31/2006	F	1,507	D	\$ 59.12	43,107.04	D	
Common Stock	01/31/2006	M	3,748	A	\$ 37.4778	46,855.04	D	
Common Stock	01/31/2006	F	544	D	\$ 59.12	46,311.04	D	
Common Stock	01/31/2006	M	9,600	A	\$ 37.4778	55,911.04	D	
Common Stock	01/31/2006	F	1,303	D	\$ 59.12	54,608.04	D	
Common Stock	01/31/2006	M	23,702	A	\$ 37.4778	78,310.04	D	
Common Stock	01/31/2006	F	3,133	D	\$ 59.12	75,177.04	D	
Common Stock						68	I	by daughter Leticia ⁽¹⁾
Common Stock						68	I	by daughter Sandra ⁽²⁾
Common Stock						3,119.82 ⁽³⁾	I	By Retirement Plan Trustees
Common Stock						68	I	by son Ignacio ⁽⁴⁾
Common Stock						68	I	by son Jaime ⁽⁵⁾
Common Stock						68	I	by son Javier ⁽⁶⁾
Common Stock						2,000	I	by Trust ⁽⁷⁾

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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
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Security	(Instr. 3, 4, and 5)				Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	Code	V	(A)	(D)				
Series A Preferred Stock								
	(8)		12/31/2005	(9)			Common Stock	0.47
					(10)	(10)		
Stock Option (right to buy)	\$ 20.2962		01/31/2006				Common Stock	11,91
Stock Option (right to buy)	\$ 21.9407		01/31/2006				Common Stock	6,33
Stock Option (right to buy)	\$ 29.8768		01/31/2006				Common Stock	8,27
Stock Option (right to buy)	\$ 37.4778		01/31/2006				Common Stock	3,74
Stock Option (right to buy)	\$ 37.4778		01/31/2006				Common Stock	9,60
Stock Option (right to buy)	\$ 37.4778		01/31/2006				Common Stock	23,70

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTIN MARIANO ONE PROCTER AND GAMBLE PLAZA CINCINNATI, OH 45202			Global Cust. Bus. Dev. Officer	

Signatures

ADAM NEWTON as Attorney-In-Fact for Mariano
Martin

02/02/2006

__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) Mariano Martin and Leticia Martin Chocano joint tenants wth right of survivorship.
- (2) Mariano Martin custodian for Sandra Martin Chocano under the Uniform Gift to Minors Act (UGMA).
- (3) Balance as of 12/31/2005.
- (4) Mariano Martin custodian for Ignacio Martin Chocano (UGMA).
- (5) Mariano Martin custodian for Jaime Martin Chocano (UGMA).
- (6) Mariano Martin custodian for Javier Martin Chocano (UGMA).
- (7) The Mariano Martin Revocable Living Trust.
- (8) Higher of \$6.82 (adjusted for 2-for-1 stock split effective May 21, 2004) or market price of Common Stock.
- (9) Series A Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for the period 10/1/0 5 through 12/31/05.
- (10) 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.
- (11) Series A Preferred Stock allocated to officer's Retirement Plan account pursuant to Retirement Plan provisions.

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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