#### Edgar Filing: PROCTER & GAMBLE CO - Form 4

PROCTER & GAMBLE CO Form 4 August 07, 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 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							OMB Number: Expires: Estimated burden ho response.	urs per				
-	<i>See</i> Instruction 30(h) of the Investment Company Act of 1940 1(b).											
(Print or Type	Responses)											
LAFLEY ALAN G Sym					nd Ticker ( GAMBLI		-	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle) 3. Date				'Day/Year)	Transactio	n		(Check all applicable) X Director 10% Owner X Officer (give title Other (specify below) below) COB, Pres. and Chief Executive				
				If Amendment, Date Original ed(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
(City)     (State)     (Zip)     Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								ally Owned				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	isaction Date 2A. Deemed			4. Securi for(A) or D (Instr. 3,	ties A ispose 4 and (A) or	cquired d of (D) 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature of Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4) (I) (Instr. 4)			
Common Stock	08/03/2006			A	Amount 5,876 (1)	(D) A	Price ( <u>1)</u>	826,203.191	D			
Common Stock	08/03/2006			F	360	D	\$ 55.96	825,843.191	D			
Common Stock	08/03/2006			F	5,531 (2)	D	\$ 56.515 (2)	820,312.191	D			
Common Stock	08/03/2006			F	3,814 (3)	D	\$ 55.405 (3)	816,498.191	D			

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Common Stock	44,152.7448 (4)		By Retirement Plan Trustees
Common Stock	715.096	Ι	By son
Common Stock	6,158	Ι	By Trust (5)

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

Persons who respond to the collection of information contained in this form are not 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 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)	Code		5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed o (D) (Instr. 3, 4,		6. Date Exer Expiration D (Month/Day,	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. P Der Sec (Ins
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Series A Preferred Stock	\$ 0 <u>(6)</u>	06/30/2006 <u>(7)</u>		А	v	3.8222		(8)	(8)	Common Stock	3.8222					

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
r - g - i - i - i - i - i	Director	10% Owner	Officer	Other				
LAFLEY ALAN G ONE PROCTER AND GAMBLE PLAZA CINCINNATI, OH 45202	Х		COB, Pres. and Chief Executive					
Signatures								
Susan S. Whaley as Attorney-In-Fact for ALA LAFLEY	N G.	08/07/200	6					
**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) Award in the form of RSUs. Amount and price computed per benefit formula for plan year ended June 30, 2006.
- (2) Withholding for taxes not withheld from an award of RSUs on 9-15-04. Withholding, via automatic conversion of RSUs, was calculat ed pursuant to average stock price on 9-15-04.
- (3) Withholding for taxes not withhold from an award of RSUs on 9-15-05. Withholding, via automatic conversion of RSUs, calculated p ursuant to average stock price on 9-15-05.
- (4) Holdings as of June 30, 2006.
- (5) By A.G. Lafley Irrevocable Trust II U/A dated March 8, 1999, Margaret G. Lafley, trustee, for benefit of reporting person's wife and children.
- (6) Higher of \$6.82 (adjusted for 2-for-1 stock split effective May 21, 2004) or market price of Common Stock.
- Series A Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for the period 4/1/06 through 6/30/06.
- (8) 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.
- (9) 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. 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.