

WHITMAN MARGARET C  
Form 3  
February 18, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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

(Print or Type Responses)

|   |         |          |                                      |  |   |  |
|---|---------|----------|--------------------------------------|--|---|--|
| 1. Name and Address of Reporting Person * |         |          | 2. Date of Event Requiring Statement |  | 3. Issuer Name <b>and</b> Ticker or Trading Symbol  |  |
| Â WHITMAN MARGARET C                      |         |          | (Month/Day/Year)                     |  | PROCTER & GAMBLE CO [PG]  |  |
| (Last)                                    | (First) | (Middle) | 02/08/2011                           |  | 4. Relationship of Reporting Person(s) to Issuer  |  |
| 24 EDGE ROAD                              |         |          |                                      |  | 5. If Amendment, Date Original Filed(Month/Day/Year)  |  |
| (Street)                                  |         |          |                                      |  | (Check all applicable)  |  |
| ATHERTON,Â CAÂ 94027                      |         |          |                                      |  | 6. Individual or Joint/Group Filing(Check Applicable Line)  |  |
| (City)                                    | (State) | (Zip)    |                                      |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |
|   |         |          |                                      |  | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below) |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5)  |
|------------------------------------|--|---|---|
| Common Stock                       | 11,075   | I   | By Sweetwater Trust U/A/D<br>10/15/1999 Griffith R. Harsh, IV<br>and Margaret C. Whitman,<br>Trustees |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| Date<br>Exercisable | Expiration<br>Date | (Instr. 4) |  | Amount or<br>Number of<br>Shares | Price of<br>Derivative<br>Security | Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |
|---------------------|--------------------|------------|--|----------------------------------|------------------------------------|---|
|                     |                    | Title      |  |                                  |                                    |   |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| WHITMAN MARGARET C<br>24 EDGE ROAD<br>ATHERTON, CA 94027 | X             | A         | A       | A     |

## Signatures

/s/ Margaret C.  
Whitman

02/18/2011

\_\_Signature of Reporting                          Date  
Person

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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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