

PROCTER & GAMBLE CO  
Form FWP  
February 02, 2010

Filed Pursuant to 433  
Registration No. 333-161767  
February 1, 2010

**Pricing Term Sheet**  
**The Procter & Gamble Company**  
**1.375% Notes due August 1, 2012**

<b>Issuer:</b>	The Procter & Gamble Company
<b>Aggregate Principal Amount Offered:</b>	\$1,250,000,000
<b>Maturity Date:</b>	August 1, 2012
<b>Coupon (Interest Rate):</b>	1.375%
<b>Price to Public (Issue Price):</b>	99.927% of principal amount
<b>Yield to Maturity:</b>	1.405%
<b>Spread to Benchmark Treasury:</b>	+55 basis points
<b>Benchmark Treasury:</b>	0.875% due January 2012
<b>Benchmark Treasury Yield:</b>	0.855%
<b>Interest Payment Dates:</b>	February 1 and August 1, commencing August 1, 2010
<b>Day Count Convention:</b>	30/360
<b>Make-whole Redemption:</b>	At any time at the greater of 100% or a discount rate of Treasury plus 20 basis points
<b>Trade Date:</b>	February 1, 2010
<b>Settlement Date (T+5):</b>	February 8, 2010, which is the fifth business day following the trade date specified above (such settlement cycle being referred to as T+5 ). Purchasers should note that the ability to settle secondary market trades of the notes effected on the date of pricing and the succeeding business days may be affected by the T+5 settlement.
<b>CUSIP Number:</b>	742718 DR7
<b>ISIN Number:</b>	US742718DR71
<b>Denominations:</b>	\$2,000 x \$1,000
<b>Joint Book-Running Managers:</b>	Banc of America Securities LLC, Deutsche Bank Securities Inc. and Goldman, Sachs & Co.
<b>Senior Co-Managers:</b>	Citigroup Global Markets Inc., HSBC Securities (USA) Inc., J.P. Morgan Securities Inc., Morgan Stanley & Co. Incorporated and RBS Securities Inc.
<b>Co-Managers:</b>	Barclays Capital Inc., UBS Securities LLC and The Williams Capital Group, L.P.
<b>Type of Offering:</b>	SEC Registered
<b>Listing:</b>	None
<b>Long-term Debt Ratings:</b>	Moody s: Aa3 (Stable Outlook); S&P: AA- (Stable)
<b>Note:</b>	A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Banc of America Securities LLC toll-free at 1-800-294-1322, Deutsche**

**Bank Securities Inc. toll-free at 1-800-503-4611, or Goldman, Sachs & Co. toll-free at 1-866-471-2526. Any disclaimers or other notices that may appear below are not applicable to this communication and should be disregarded. Such disclaimers or other notices were automatically generated as a result of this communication being sent via Bloomberg or another email system.**