

Geissler Werner
Form 5
August 07, 2009

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Geissler Werner

2. Issuer Name and Ticker or Trading Symbol
PROCTER & GAMBLE CO [PG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Vice Chairman - GO

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
06/30/2009

ONE PROCTER & GAMBLE
PLAZA

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

CINCINNATI, OH 45202

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock	12/10/2007	Â	P4	186 ⁽¹⁾ A \$ 74.43	193,795.797	D	Â
Common Stock	02/04/2008	Â	P4	20 ⁽¹⁾ A \$ 66.7019	193,815.797	D	Â
Common Stock	03/24/2008	Â	P4	1 ⁽¹⁾ A \$ 69.5	193,816.797	D	Â
Common Stock	04/23/2008	Â	S4	207 ⁽¹⁾ D \$ 67.1888	193,609.797	D	Â
	01/20/2009	Â	P4	53 ⁽¹⁾ A \$ 57.875	193,662.797	D	Â

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Common Stock										
Common Stock	03/24/2009	Â	S4	53 ⁽¹⁾	D	\$ 47.4645	193,609.797	D	Â	
Common Stock	04/23/2009	Â	P4	48 ⁽¹⁾	A	\$ 49.5053	193,657.797	D	Â	
Common Stock	05/19/2009	Â	P4	56 ⁽¹⁾	A	\$ 53.1961	193,713.797	D	Â	
Common Stock	06/23/2009	Â	S4	16 ⁽¹⁾	D	\$ 50.6121	193,697.797	D	Â	
Common Stock	06/25/2009	Â	P4	38 ⁽¹⁾	A	\$ 51.8391	193,735.797	D	Â	
Common Stock	07/07/2009	Â	P4	56 ⁽¹⁾	A	\$ 52.2275	193,791.797	D	Â	
Common Stock	07/08/2009	Â	P4	30 ⁽¹⁾	A	\$ 52.564	193,821.797	D	Â	
Common Stock	07/09/2009	Â	S4	32 ⁽¹⁾	D	\$ 52.5591	193,789.797	D	Â	
Common Stock	Â	Â	Â	Â	Â	Â	1,511.8841 ⁽²⁾	I		By Retirement Plan Trustees
Common Stock	Â	Â	Â	Â	Â	Â	1,983	I		By Spouse

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

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Geissler Werner ONE PROCTER & GAMBLE PLAZA CINCINNATI, OH 45202	Â	Â	Â Vice Chairman - GO	Â

Signatures

/s/ Adam Newton, Attorney-in-Fact for WERNER
GEISSLER

08/07/2009

__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) These transactions were performed by Mr. Geissler's financial managers on a discretionary basis without his knowledge or direction and were inadvertently omitted from his common stock holdings, which now reflect the net increase of 180 shares.
- (2) Holdings as of 6/30/09.

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