

Moeller Jon R
Form 4
May 02, 2013

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Moeller Jon R

(Last) (First) (Middle)

ONE PROCTER & 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)
04/30/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)			
			Code	V	Amount or Price (A) or (D)					
Common Stock	04/30/2013		M		2,016	A	\$ 44.2656	46,468.988	D	
Common Stock	04/30/2013		S		2,016	D	\$ 77.0281 (1)	44,452.988	D	
Common Stock	04/30/2013		M		832	A	\$ 43.2423	45,284.988	D	
Common Stock	04/30/2013		S		832	D	\$ 77.0281 (1)	44,452.988	D	
	04/30/2013		M		430	A		44,882.988	D	

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Common Stock					\$					
					49.4759					
Common Stock	04/30/2013	S	430	D	\$					
					77.0281	44,452.988	D			
					<u>(1)</u>					
Common Stock	04/30/2013	M	7,098	A	\$					
					49.4759	51,550.988	D			
Common Stock	04/30/2013	S	7,098	D	\$					
					77.0281	44,452.988	D			
					<u>(1)</u>					
Common Stock	04/30/2013	M	37,722	A	\$					
					51.415	82,174.988	D			
Common Stock	04/30/2013	S	37,722	D	\$					
					77.0281	44,452.988	D			
					<u>(1)</u>					
Common Stock	04/30/2013	M	43,474	A	\$					
					53.595	87,926.988	D			
Common Stock	04/30/2013	S	43,474	D	\$					
					77.0281	44,452.988	D			
					<u>(1)</u>					
Common Stock	04/30/2013	M	1,970	A	\$					
					44.2656	6,031.847	I		By Spouse	
Common Stock	04/30/2013	S	1,970	D	\$					
					77.1134	4,061.847	I		By Spouse	
					<u>(2)</u>					
Common Stock	04/30/2013	M	796	A	\$					
					43.2423	4,857.847	I		By Spouse	
Common Stock	04/30/2013	S	796	D	\$					
					77.1134	4,061.847	I		By Spouse	
					<u>(2)</u>					
Common Stock	04/30/2013	M	5,234	A	\$					
					49.4759	9,295.847	I		By Spouse	
Common Stock	04/30/2013	S	5,234	D	\$					
					77.1134	4,061.847	I		By Spouse	
					<u>(2)</u>					
Common Stock	04/30/2013	M	18,502	A	\$					
					51.415	22,563.847	I		By Spouse	
Common Stock	04/30/2013	S	18,502	D	\$					
					77.1134	4,061.847	I		By Spouse	
					<u>(2)</u>					
Common Stock	04/30/2013	M	15,113	A	\$					
					53.595	19,174.847	I		By Spouse	

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Common Stock	04/30/2013	S	15,113	D	\$ 77.1134 (2)	4,061.847	I	By Spouse
Common Stock						10,895.6885 (3)	I	By Retirement Plan Trustees
Common Stock						11,259.3733 (4)	I	By Spouse, By Retirement Plan Trustees

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 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 44.2656	04/30/2013		M	2,016	02/26/2002 02/26/2014	Common Stock	2,016	
Stock Option (Right to Buy)	\$ 43.2423	04/30/2013		M	832	07/01/2002 07/01/2014	Common Stock	832	
Stock Option (Right to Buy)	\$ 49.4759	04/30/2013		M	430	09/15/2002 09/15/2014	Common Stock	430	
Stock Option (Right to Buy)	\$ 49.4759	04/30/2013		M	7,098	09/15/2002 09/15/2014	Common Stock	7,098	

Buy)									
Stock Option (Right to Buy)	\$ 51.415	04/30/2013	M	37,722	02/27/2007	02/27/2014	Common Stock	37,722	
Stock Option (Right to Buy)	\$ 53.595	04/30/2013	M	43,474	02/28/2008	02/28/2015	Common Stock	43,474	
Stock Option (Right to Buy)	\$ 44.2656	04/30/2013	M	1,970	02/26/2002	02/26/2014	Common Stock	1,970	
Stock Option (Right to Buy)	\$ 43.2423	04/30/2013	M	796	07/01/2002	07/01/2014	Common Stock	796	
Stock Option (Right to Buy)	\$ 49.4759	04/30/2013	M	5,234	09/15/2002	09/15/2014	Common Stock	5,234	
Stock Option (Right to Buy)	\$ 51.415	04/30/2013	M	18,502	02/27/2007	02/27/2014	Common Stock	18,502	
Stock Option (Right to Buy)	\$ 53.595	04/30/2013	M	15,113	02/28/2008	02/28/2015	Common Stock	15,113	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Moeller Jon R ONE PROCTER & GAMBLE PLAZA CINCINNATI, OH 45202			Chief Financial Officer	

Signatures

/s/ Sandra T. Lane, Attorney-In-Fact for JON R.
MOELLER

05/02/2013

__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) Weighted average price of the shares sold. The price range was \$76.97 to \$77.21. Full information regarding the number of shares sold at each separate price available upon request.
- (2) Weighted average price of the shares sold. The price range was \$77.10 to \$77.165. Full information regarding the number of shares sold at each separate price available upon request.
- (3) Balance as of 3/31/2013.
- (4) Balance as of 4/18/2013. Reflects adjustment made to correct administrative error.

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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