

PROCTER & GAMBLE Co
Form 4
April 28, 2014

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 *
Biegger Mark F

(Last) (First) (Middle)

ONE PROCTER & GAMBLE
PLAZA

(Street)

CINCINNATI, OH

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

PROCTER & GAMBLE Co [PG]

3. Date of Earliest Transaction
(Month/Day/Year)

04/24/2014

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 Human Resources 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		
Common Stock	04/24/2014		M		3,754 A \$ 49,475.9	17,639.951	D
Common Stock	04/24/2014		S		3,754 D \$ 80.26	13,885.951	D
Common Stock	04/24/2014		M		832 A \$ 43,242.3	14,717.951	D
Common Stock	04/24/2014		S		832 D \$ 80.26	13,885.951	D
Common Stock	04/24/2014		M		14,548 A \$ 51.415	28,433.951	D

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Common Stock	04/24/2014	S	14,548	D	\$ 80.26	13,885.951	D	
Common Stock						13,867.1282 <u>(1)</u>	I	By Retirement Plan Trustees
Common Stock						7	I	By son Noah

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 49.4759	04/24/2014		M	3,754	09/15/2002	09/15/2014	Common Stock	3,754
Stock Option (Right to Buy)	\$ 43.2423	04/24/2014		M	832	07/01/2002	07/01/2014	Common Stock	832
Stock Option (Right to Buy)	\$ 53.595	04/24/2014		M	14,548	02/28/2008	02/28/2015	Common Stock	14,548

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Biegger Mark F
ONE PROCTER & GAMBLE PLAZA
CINCINNATI, OH

Chief Human Resources Officer

Signatures

/s/ Sandra T. Lane, Attorney-In-Fact for MARK F.
BIEGGER

04/28/2014

__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) Balance as of 3/31/2014.

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.