

Fish Kathleen B
 Form 4
 November 19, 2018

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 *
 Fish Kathleen B

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 11/16/2018

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

Chf Rsch, Dev & Innv Officer

ONE PROCTER & GAMBLE
 PLAZA

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

CINCINNATI, OH 45202

(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 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)
Common Stock	11/16/2018		M	V Amount (A) or (D) Price \$ 48.17	34,240.339 (1)	D	
Common Stock	11/16/2018		S	V Amount (A) or (D) Price \$ 94 (2)	16,428.339	D	
Common Stock	11/16/2018		M	V Amount (A) or (D) Price \$ 63.28	45,950.339	D	
Common Stock	11/16/2018		S	V Amount (A) or (D) Price \$ 94 (2)	16,428.339	D	
Common Stock	11/16/2018		M	V Amount (A) or (D) Price \$ 61.11	23,436.339	D	

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Common Stock	11/16/2018	S	7,008	D	\$ 94 <u>(2)</u>	16,428.339	D	
Common Stock						9,471.6999 <u>(3)</u>	I	By Retirement Plan Trustee

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Series A Preferred Stock	<u>(4)</u>	09/30/2018		A	V 157.2293	<u>(5)</u>	<u>(5)</u>	Common Stock
Restricted Stock Units	<u>(6)</u>	11/15/2018		A	V 32.875	<u>(7)</u>	<u>(7)</u>	Common Stock
Stock Option (Right to Buy)	\$ 48.17	11/16/2018		M	17,812	02/27/2012	02/27/2019	Common Stock
Stock Option (Right to Buy)	\$ 63.28	11/16/2018		M	29,522	02/26/2013	02/26/2020	Common Stock
Stock Option (Right to Buy)	\$ 61.11	11/16/2018		M	7,008	09/15/2013	09/15/2020	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Fish Kathleen B
ONE PROCTER & GAMBLE PLAZA
CINCINNATI, OH 45202

Chf Rsch,
Dev & Innv
Officer

Signatures

/s/ Aaron Shepherd, attorney-in-fact for Kathleen
B. Fish

11/19/2018

__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) Total includes grant of dividend equivalents in the form of Restricted Stock Units (RSU's) settled in common stock.
- (2) Weighted average price of the shares sold. The price range was \$94.00 to \$94.01. Full information regarding the number of shares sold at each separate price available upon request.
- (3) Reflects adjustment to PST through September 30, 2018.
- (4) Higher of \$6.82 (adjusted for 2-for-1 stock split effective May 21, 2004) or market price of Common Stock.
- (5) Shares held by Retirement Plan Trustees. If Officer terminates employment and elects distribution of shares, or, if after age 50 elects alternative investment within Plan, Preferred Stock converted/redeemed at specified conversion/exercise price.
- (6) Dividend equivalents in the form of Restricted Stock Units (RSUs) previously awarded pursuant to issuer's retirement program. All such RSUs represent a contingent right to receive Procter & Gamble common stock.
- (7) These units will deliver in shares on retirement from the company, unless delivery is deferred or such shares are contributed to reporting person's deferred compensation account.

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.