PROCTER & GAMBLE CO
Form 11-K
June 24, 2009

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

Form 11-K

x ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED] FOR THE FISCAL YEAR ENDED DECEMBER 31, 2008, OR

o TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED] FOR THE TRANSITION PERIOD FROM FOR THE TRANSITION PERIOD FROM __________ TO __________

Registration number: 333-128859 and 333-146904

A. Full title of the plan and the address of the plan, if different from that of the issuer named below: The Gillette Company Employees' Savings Plan.

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office: The Procter & Gamble Company, One Procter & Gamble Plaza, Cincinnati, Ohio 45202.

REQUIRED INFORMATION

The following audited financial statements are enclosed with this report:

1. Statement of Net Assets Available for Plan Benefits as of December 31, 2008 and December 31, 2007.
2. Statement of Changes in Net Assets Available for Plan Benefits for the years ended December 31, 2008 and December 31, 2007.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Trustees (or other persons who administer the employee benefit plan) have duly caused this Annual Report to be signed on its behalf by the undersigned hereunto duly authorized.

The Gillette Company
Employees' Savings Plan

Date: June 24, 2009

By: /s/ Jennifer J. Ting
Jennifer J. Ting
Secretary of the Master Savings Plan Committee

EXHIBIT INDEX

Exhibit No.	
23	Consent of Plante & Moran, PLLC

The Gillette Company Employees' Savings Plan

Financial Report

December 31, 2008

Contents

Report of Independent Registered Public Accounting Firm

To the Master Savings Plan Committee
The Gillette Company
Employees' Savings Plan

We have audited the accompanying statement of net assets available for plan benefits of The Gillette Company Employees' Savings Plan as of December 31, 2008 and 2007 and the related statement of changes in net assets available for plan benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets of the Plan as of December 31, 2008 and 2007 and the changes in net assets for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets held at end of year as of December 31, 2008 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. This supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Plante & Moran, PLLC

Southfield, Michigan
June 19, 2009

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The Gillette Company Employees' Savings Plan

Statement of Net Assets Available for Plan Benefits

	December 31 2008	December 31 2007
Assets		
Participant directed investments:		
Plan interest in The Gillette Company Master Savings Plan Trust	$ 1,462,802,253	$ 2,217,720,545
Participant loans	20,784,839	23,958,620
Net assets available for plan benefits, at fair value	1,483,587,092	2,241,679,165
Adjustment from fair value to contract value for fully-benefit responsive synthetic investment contracts held in master trust	12,595,403	(2,166,686)
Net Assets Available for Plan Benefits	$ 1,496,182,495	$ 2,239,512,479

See Notes to Financial Statements

The Gillette Company Employees' Savings Plan

Statement of Changes in Net Assets Available for Plan Benefits

	Year Ended December 31 2008	2007
Additions to Net Assets Attributed to		
Plan interest in investment income (loss) from		
The Gillette Company Master Savings Plan Trust	$ (382,958,262)	$ 272,849,449
Interest on participant loans	1,666,517	1,779,531
Contributions:		
Employee	1,582,770	47,673,795
Employer	876,190	24,121,193
Total contributions	2,458,960	71,794,988
Total additions - net	(378,832,785)	346,423,968
Deductions from Net Assets Attributed to		
Benefit payments paid directly to participants	(371,537,530)	(300,228,259)
Net Increase (Decrease) Prior to Transfers	(750,370,315)	46,195,709
Transfer (to) from The Gillette Company ESOP (Note 1)	7,040,331	(192,454)
Net Increase (Decrease) in Net Assets Available for Plan Benefits	(743,329,984)	46,003,255
Net assets available for plan benefits		
Beginning of year	2,239,512,479	2,193,509,224
End of year	$ 1,496,182,495	$ 2,239,512,479

See Notes to Financial Statements

Notes to Financial Statements
December 31, 2008 and 2007

Note 1 - Description of Plan

The Gillette Company Employees' Savings Plan (the "Plan") is sponsored by The Gillette Company, a subsidiary of The Procter & Gamble Company (collectively, the "Company"). The following description provides only general information and participants should refer to the plan document for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. Regular employees of The Gillette Company and its participating subsidiaries are eligible to join the Plan on their date of hire, with the exception of the following employees:

(i) Any employee who is hired by a Participating Company after September 30, 2006, excluding employees located in the Iowa City Manufacturing location that are covered by a collectively bargained agreement; or

(ii) Any employee who is eligible to participate in The Procter & Gamble Profit Sharing Trust and Employee Ownership Plan; or

(iii) Any employee who is eligible to participate in The Profit Sharing Retirement Plan of The Procter & Gamble Commercial Company or The Procter & Gamble Commercial Company Employees' Savings Plan.

At no time may an employee be eligible to contribute to and receive Company contributions from both this Plan and either The Profit Sharing Retirement Plan of The Procter & Gamble Commercial Company, The Procter & Gamble Commercial Company Employees' Savings Plan, or The Procter & Gamble Profit Sharing Trust and Employee Stock Ownership Plan.

Participant Contributions - Eligible employees may voluntarily contribute from 2 percent to 10 percent of their compensation as matched savings and from 1 percent to 5 percent of their compensation as unmatched savings. All contributions must be in 1 percent increments.

All matched savings contributed by an employee are divided equally between tax deferred and taxed savings. Unmatched savings may be designated by an employee to be either tax deferred or taxed, but not both. Tax deferred contributions made by an employee in any plan year may not exceed the annual limit set by law.

Effective October 1, 2007, the Plan was amended to allow participants who have attained age 50 before the close of the plan year to make catch-up contributions as provided by the Internal Revenue Code.

The Gillette Company Employees' Savings Plan

Notes to Financial Statements
December 31, 2008 and 2007

Note 1 - Description of Plan (Continued)

Effective January 1, 2008, no further contributions may be made to the Plan for any participant who is not included in a unit covered by a collective bargaining agreement that expressly provides for the application of the Plan to the employees of such unit. Effective January 1, 2008, employees of the Company not covered by a collectively bargained agreement are eligible to participate in The Procter & Gamble Savings Plan. Participant contributions are expected to cease in September 2009.

Employer Contributions - The Company contributes $1.00 for every $1.00 of each participant’s matched savings for the first 5 percent of each participant’s compensation contributed and $0.20 for every $1.00 of the next 5 percent of each participant’s compensation contributed.

Transfers - Transfers into the Plan from The Gillette Company Employee Stock Ownership Plan (the “ESOP”) may occur if participants are terminated and do not elect payout of their ESOP balances within one full fiscal quarter from the date of their termination. During 2008 and 2007, certain participant balances were transferred back to the ESOP as they had made the appropriate election and were mistakenly transferred to the Savings Plan.

Vesting - Participants are immediately vested in their own employee contributions plus the actual earnings thereon. Matching contributions from the Company vest after the participant has completed the earliest of three years of service, two years from date of entry into the Plan, or the attainment of age 65. Participants are also 100 percent vested in the Company contributions credited to their accounts upon death, retirement, total and permanent disability, or Company-initiated termination (other than for cause as determined by the Company).

Participants’ Accounts - A separate account is established for each participant at the time of enrollment in the Plan. The balance in each account is invested, in accordance with the directions given by the participant, in one or more of the Plan's investment fund offerings, including an option to invest in Company stock.

Participants are entitled to exercise voting rights for the shares of Company stock allocated to their accounts.

The Gillette Company Employees' Savings Plan

Notes to Financial Statements
December 31, 2008 and 2007

Note 1 - Description of Plan (Continued)

Participant Loans - The maximum loan available to each participant is the lesser of (1) $50,000 reduced by the highest outstanding loan balance due from the participant during the preceding twelve months or (2) 50 percent of the participant’s vested account balance, reduced by the current outstanding loan balance due from the participant. The minimum loan amount available to participants is $500. Each loan shall bear interest at a rate determined by the Master Savings Plan Committee. Repayment of the loan must be made over a period not to exceed five years.

Plan Expenses - The Company is the sponsor of the Plan. The Master Savings Plan Committee, as provided in the plan agreement, has responsibility for the administration of the Plan. Fidelity Management Trust Company functions as trustee. Investment management fees are paid by the Plan in accordance with the plan agreement. Certain other administrative fees are paid by the Company.

Plan Earnings - As of the close of each business day, the plan trustee is responsible for determining the fair market value of each of the investment options, which includes all accrued earnings. The increase or decrease in the fair market value of each investment fund since the preceding business day is allocated among the participant accounts invested in each fund based on the proportionate number of shares or units of the fund held by each participant at the close of the preceding business day.

With respect to the Company’s stock fund, the trustee is responsible for determining the participants’ accounts entitled to receive each quarterly dividend and the number of shares to be credited to each account, as of the quarterly ex-dividend date. Any interest or other income earned by the Fund, other than dividends, is allocated quarterly to participant accounts on a proportionate basis.

Benefit Payments - A participant, surviving spouse, or other beneficiary may elect to receive their account balance as a partial or total withdrawal or may elect to have the proceeds of the distribution used to purchase an annuity contract for his or her benefit through an insurer of his/her choice.

Early withdrawals may also be made in the event of financial hardship and other circumstances, based upon special guidelines detailed in the plan document.

Forfeitures - Forfeitures by plan participants are used to reduce Company contributions.

The Gillette Company Employees' Savings Plan

Notes to Financial Statements
December 31, 2008 and 2007

Note 2 - Summary of Significant Accounting Policies

Investments - Investments are assets of The Gillette Company Master Savings Plan Trust (the Savings Plan Trust) based upon the proportionate interest of the Plan in the Savings Plan Trust. The fair value of the Plan's interest in the Savings Plan Trust is based on the beginning of the year value of the Plan's interest in the Savings Plan Trust, plus actual contributions and allocated investment income less actual distributions and allocated administrative expenses. See Note 4 for a detailed description of the Savings Plan Trust.

Investments of the Savings Plan Trust are stated at fair value except for fully benefit-responsive synthetic guaranteed investment contracts which are valued at contract value. Fair value for shares of common stock held in the Savings Plan Trust is the closing price of the common stock as reported by the New York Stock Exchange. The fair value of investments is determined daily by the trustee on a per-share basis using security prices quoted on national exchanges for mutual funds and money market securities held. The fair value of the commingled fund is based on the fair value of the underlying investments held in the fund. Participant loans are valued at their outstanding balances, which approximates fair value. The investments in the synthetic guaranteed investment contracts include government securities, corporate bonds, asset-backed securities, and mortgage-backed securities and are valued using quoted market prices and/or other market data for the same or comparable instruments and transactions in establishing the prices, discounted cash flow models and other pricing models. These models are primarily industry-standard models that consider various assumptions, including time value and yield curve as well as other relevant economic measures.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The Gillette Company Employees' Savings Plan

Notes to Financial Statements
December 31, 2008 and 2007

Note 2 - Summary of Significant Accounting Policies (Continued)

The Financial Accounting Standards Board Staff Position AAG INV-1 and SOP 94-4-1, Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans, requires the statement of net assets available for plan benefits present the fair value of the investment contracts as well as the adjustment of the fully-benefit responsive investment contracts from fair value to contract value. The related activity is presented at contract value in the statement of changes in net assets available for plan benefits. Contract value represents investments at cost plus accrued interest income less amounts withdrawn to pay benefits. The fair value of these investment contracts is based on discounting the related cash flows utilizing current yields of similar investments with comparable durations.

Synthetic Investment Contracts - The Savings Plan Trust invests in synthetic investment contracts (synthetic GICs). A synthetic GIC is a wrap contract paired with an underlying investment or investments, usually a portfolio, owned by the master trust, of high-quality, intermediate term fixed income securities. The master trust purchases wrapper contracts from financial services institutions. Synthetic GICs credit a stated interest rate for a specified period of time. Investment gains and losses are amortized over the expected duration through the calculation of the interest rate applicable to the master trust on a prospective basis. Synthetic GICs provide for a variable crediting rate, which typically resets at least quarterly, and the issuer of the wrap contract provides assurance that future adjustments to the crediting rate cannot result in a crediting rate less than zero. The crediting rate is primarily based on the current yield-to-maturity of the covered investments, plus or minus amortization of the difference between the market value and contract value of the covered investments over the duration of the covered investments at the time of computation. The crediting rate is most impacted by the change in the annual effective yield to maturity of the underlying securities, but is also affected by the differential between the contract value and the market value of the covered investments. This difference is amortized over the duration of the covered investments. Depending on the change in duration from reset period to reset period, the magnitude of the impact to the crediting rate of the contract to market difference is heightened or lessened. The crediting rate can be adjusted periodically and is usually adjusted either monthly or quarterly, but in no event is the crediting rate less than 0%.

The Gillette Company Employees' Savings Plan

Notes to Financial Statements
December 31, 2008 and 2007

Note 2 - Summary of Significant Accounting Policies (Continued)

Certain events limit the ability of the master trust to transact at contract value with the financial institution issuer. Such events include the following: (i) amendments to the plan documents (including complete or partial plan termination or merger with another plan) (ii) changes to the master trust’s prohibition on competing investment options or deletion of equity wash provisions; (iii) bankruptcy of the plan sponsor or other plan sponsor events (e.g. divestitures or spin-offs of a subsidiary) which cause a significant withdrawal from the master trust or (iv) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction to qualify for exemption under ERISA. The plan administrator does not believe that the occurrence of any such event, which would limit the participant’s ability to transact at contract value, is probable.

The synthetic investment contracts generally impose conditions on both the master trust and the issuer. If an event of default occurs and is not cured, the non-defaulting party may terminate the contract. The following may cause the master trust to be in default: a breach of material obligation under the contract; a material misrepresentation; or a material amendment to the plan agreements. The issuer may be in default if it breaches a material obligation under the investment contract; makes a material misrepresentation; has a decline in its long term credit rating below a threshold set forth in the contract; is acquired or reorganized and the successor issuer does not satisfy the investment or credit guidelines applicable to issuers. If, in the event of default of an issuer, the master trust were unable to obtain a replacement investment contract, withdrawing plans may experience losses if the value of the master trust’s assets no longer covered by the contract is below contract value. The master trust may seek to add additional issuers over time to diversify the master trust’s exposure to such risk, but there is no assurance the master trust may be able to do so. The combination of the default of an issuer and an inability to obtain a replacement agreement could render the master trust unable to achieve its objective of maintaining a stable contract value. The terms of an investment contract generally provide for settlement of payments only upon termination of the contract or total liquidation of the covered investments. Generally, payments will be made pro-rata, based on the percentage of investments covered by each issuer. Contract termination occurs whenever the contract value or market value of the covered investments reaches zero or upon certain events of default. If the contract terminates due to issuer default (other than a default occurring because of a decline in its rating), the issuer will generally be required to pay to the master trust the excess, if any, of contract value over market value on the date of termination.

The Gillette Company Employees' Savings Plan

Notes to Financial Statements
December 31, 2008 and 2007

Note 2 - Summary of Significant Accounting Policies (Continued)

If a synthetic GIC terminates due to a decline in the ratings of the issuer, the issuer may be required to pay to the master trust the cost of acquiring a replacement contract (i.e. replacement cost) within the meaning of the contract. If the contract terminates when the market value equals zero, the issuer will pay the excess of contract value over market value to the master trust to the extent necessary for the master trust to satisfy outstanding contract value withdrawal requests. Contract termination also may occur by either party upon election and notice.

Since synthetic GICs are fully benefit-responsive, contract value is the relevant measurement attribute for the synthetic GICs. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

	2008	2007
Average yield for Synthetic GICs in the Savings Plan Trust		
Based on actual earnings	6.84%	4.78%
Based on interest rate credited to participants	3.04%	4.49%

Payment of Benefits - Benefits are recorded when paid.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

Risks and Uncertainties – The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for plan benefits.

The Gillette Company Employees' Savings Plan

Notes to Financial Statements
December 31, 2008 and 2007

Note 3 - Plan Termination

The Company expects the Plan to continue indefinitely, but reserves the right to amend or terminate the Plan, subject to restrictions, at its discretion.

If the Plan is terminated or if contributions are completely discontinued, each participant’s interest in that portion of their account balance attributable to Company contributions shall become fully vested. Upon termination of the Plan, the Savings Plan Trust may continue in existence at the direction of the board of directors of the Company, subject to the provisions of the Plan and the Savings Plan Trust agreement, or the Savings Plan Trust may be terminated and the assets distributed to participants.

Note 4 - Master Trust

Assets of the Savings Plan Trust are held in trust by Fidelity Management Trust Company. The plans participating in the Savings Plan Trust are The Gillette Company Employees’ Savings Plan and The Gillette Company Employee Stock Ownership Plan. Trust income is allocated ratably between the plans in accordance with the assets of each plan invested in the Savings Plan Trust. At December 31, 2008 and December 31, 2007, the Plan's interest in the net assets of the Savings Plan Trust was approximately 82 percent and 84 percent, respectively.

The Gillette Company Employees' Savings Plan

Notes to Financial Statements
December 31, 2008 and 2007

Note 4 - Master Trust (Continued)

The assets of the Savings Plan Trust at December 31, 2008 and December 31, 2007 are as follows:

	2008	2007
Assets, at fair value:		
Common stock:		
The Procter & Gamble Company Stock Fund	$ 1,083,742,559	$ 1,469,770,182
JM Smucker Company Stock Fund	1,137,174	-
Mutual funds:		
AF Washington Mutual Investors Fund - Class R-5	16,594,584	33,379,851
Allianz CCM Mid Cap - Institutional Class	18,920,217	45,896,655
Fidelity Diversified International Fund	44,289,594	113,865,858
Fidelity Emerging Markets Fund	18,077,125	76,362,652
Fidelity Growth & Income Portfolio	-	36,026,674
Fidelity Growth Company Fund	61,024,284	127,979,258
Fidelity Magellan Fund	37,551,565	94,159,290
Fidelity Retirement Government Money Market Portfolio	50,172,196	50,921,067
Fidelity Short Term Investment Fund	5,031,974	8,538,137
Fidelity U.S. Bond Index Fund	35,130,272	40,416,757
Royce Low PR Stock	13,299,313	27,080,352
Vanguard Balanced Index - Institutional Class	32,891,158	56,046,694
Vanguard Total Stock Market Issue - Institutional Class	15,028,485	29,339,269
Commingled fund:		
Fidelity U.S. Equity Index Commingled Fund	65,171,307	109,274,539
Synthetic investment contracts:		
Cash and short-term securities	6,569,434	5,294,369
Government securities	26,534,721	101,613,143
Corporate bonds	5,848,828	53,351,239
Asset-backed securities	16,631,775	52,795,974
Mortgage-backed securities	67,013,068	113,183,887
Common collective trusts	170,752,727	-
Pending transactions and other	(225,151)	(587,621)
Total assets at fair value	1,791,187,209	2,644,708,226
Adjustment from fair value to contract value for		

synthetic investment contracts	12,595,403	(2,166,686)
Total assets	$ 1,803,782,612	$ 2,642,541,540

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The Gillette Company Employees' Savings Plan

Notes to Financial Statements
December 31, 2008 and 2007

Note 4 - Master Trust (Continued)

The investments in the Savings Plan Trust are allocated to The Gillette Company Employees' Savings Plan and The Gillette Company Employees Stock Ownership Plan as follows:

	2008	2007
Assets allocated to The Gillette Company Employees' Savings Plan	$ 1,475,397,656	$ 2,215,553,859
Assets allocated to The Gillette Company Employees Stock Ownership Plan	$ 328,384,956	$ 426,987,681

The investment income (loss) of the Savings Plan Trust for the years ended December 31, 2008 and December 31, 2007 are as follows:

	2008	2007
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments:		
Common stock:		
The Procter & Gamble Company Stock Fund	$ (217,612,347)	$ 190,297,910
JM Smucker Company Stock Fund	106,230	-
Mutual funds:		
AF Washington Mutual Investors Fund - Class R-5	(9,957,614)	(1,176,193)
Allianz CCM Mid Cap - Institutional Class	(16,724,032)	3,546,263
Fidelity Diversified International Fund	(43,613,381)	7,531,614
Fidelity Emerging Markets Fund	(34,878,710)	19,194,523
Fidelity Growth & Income Portfolio	(16,538,955)	(4,689,236)
Fidelity Growth Company Fund	(46,481,021)	20,803,184
Fidelity Magellan Fund	(43,419,166)	4,267,258
Fidelity U.S. Bond Index Fund	(465,031)	147,540
Royce Low PR Stock	(8,396,190)	(3,251,363)
Vanguard Balanced Index - Institutional Class	(11,679,369)	1,610,180
Vanguard Total Stock Market Index Fund - Institutional Class	(10,345,782)	862,209
Commingled fund:		

Fidelity U.S. Equity Index Commingled Pool	(33,494,981)	6,336,421
Dividends	39,309,922	75,610,815
Interest	14,446,450	15,447,896
Net investment income (loss)	$ (439,743,977)	$ 336,539,021

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The Gillette Company Employees' Savings Plan

Notes to Financial Statements
December 31, 2008 and 2007

Note 5 - Fair Value Disclosures

As of January 1, 2008, the Plan adopted Statement of Financial Accounting Standards No. 157 (SFAS 157), Fair Value Measurements. SFAS 157 clarifies the definition of fair value, establishes a framework for measuring fair value, and expands the disclosures for fair value measurements. The standard applies under other accounting pronouncements that require or permit fair value measurements and does not require any new fair value measurements. The provisions of SFAS 157 became effective prospectively for periods beginning January 1, 2008 for financial assets. The implementation of the provisions of SFAS 157 for financial assets as of January 1, 2008 did not have a material impact on the Plan's financial statements.

SFAS 157 provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. In general, fair values determined by Level 1 inputs use quoted prices in active markets for identical assets that the Plan has the ability to access. Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets in active markets, and other inputs such as interest rates and yield curves that are observable at commonly quoted intervals. Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset. In instances where inputs used to measure fair value fall into different levels of the fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

The Gillette Company Employees' Savings Plan

Notes to Financial Statements
December 31, 2008 and 2007

Note 5 - Fair Value Disclosures (Continued)

Disclosures concerning assets measured at fair value are as follows:

Assets Measured at Fair Value at December 31, 2008

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets			
Master Trust Investments:			
Common stock	$ 1,084,879,733	$ -	$ -
Mutual funds	348,010,767	-	-
Commingled fund	-	65,171,307	-
Synthetic investment contract	-	293,350,553	-
Non-Master Trust Investments:			
Participant Loans	-	-	20,784,839

The following table sets forth a summary of the changes in the fair value of the Plan’s level 3 investment assets for the year ended December 31, 2008:

	Participant Loans
Balance, beginning of year	$ 23,958,620
Issuances, settlements and repayments - net	(3,173,781)
Balance, end of year	$ 20,784,839

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The Gillette Company Employees' Savings Plan

Notes to Financial Statements
December 31, 2008 and 2007

Note 6 - Income Taxes

A favorable tax determination letter was received from the Internal Revenue Service on March 13, 2002 stating that the existing Plan and its underlying trust qualified under Section 401(a) of the Internal Revenue Code of 1986 (the Code) as a profit-sharing plan, and are exempt from federal income taxes. Further, the features of the Plan relating to tax-deferred savings qualified under Section 401(k) of the Code. The Plan has been amended since receiving the determination letter. However, the Company believes the Plan is designed and is currently being operated in compliance with the applicable provisions of the Code.

Note 7 - Party-in-Interest Transactions

Certain plan assets are in investment funds managed by Fidelity Management Trust Company or its affiliates. Fidelity Management Trust Company is the trustee of the Plan and, therefore, these transactions qualify as party-in-interest transactions as defined under ERISA guidelines.

Note 8 - Reconciliation to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 at December 31, 2008 and December 31, 2007:

	2008	2007
Net assets available for benefits per financial statements	$ 1,496,182,495	$ 2,239,512,479
Adjustment to fair value for Synthetic GICs held in the Savings Plan Trust	(12,595,403)	2,166,686
Net assets available for benefits per Form 5500	$ 1,483,587,092	$ 2,241,679,165

The following is a reconciliation of investment income per the financial statements to Form 5500 for the years ended December 31, 2008 and December 31, 2007:

	2008	2007
Total investment income (loss) per financial statements	$ (381,291,745)	$ 274,628,980
Adjustment to fair value for Synthetic GICs held in the Savings Plan Trust	(14,762,089)	7,062,265
Total investment income (loss) per Form 5500	$ (396,053,834)	$ 281,691,245

Note 9 - Subsequent Events

Subsequent to year end, management of the Plan concluded to merge the Plan into The Procter & Gamble Savings Plan in September 2009.

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The Gillette Company Employees' Savings Plan

Schedule of Assets Held at End of Year
Form 5500, Schedule H, Item 4i
EIN 04-1366970, Plan No. 002
December 31, 2008

(a)(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment