

PROCTER & GAMBLE CO
Form FWP
February 04, 2009

Filed Pursuant to 433
Registration No. 333-145938
February 3, 2009

Pricing Term Sheet
The Procter & Gamble Company
4.700% Notes due February 15, 2019

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| Issuer: | The Procter & Gamble Company |
| Aggregate Principal Amount Offered: | \$1,250,000,000 |
| Maturity Date: | February 15, 2019 |
| Coupon (Interest Rate): | 4.700% |
| Price to Public (Issue Price): | 99.824% of principal amount |
| Yield to Maturity: | 4.722% |
| Spread to Benchmark Treasury: | +185.0 basis points |
| Benchmark Treasury: | 3.750% due November 15, 2018 |
| Benchmark Treasury Yield: | 2.872% |
| Interest Payment Dates: | February 15 and August 15, commencing August 15, 2009 |
| Day Count Convention: | 30/360 |
| Make-whole Redemption: | At any time at the greater of 100% or a discount rate of Treasury plus 35 basis points |
| Trade Date: | February 3, 2009 |
| Settlement Date: | February 6, 2009 (T+3) |
| CUSIP Number: | 742718DN6 |
| ISIN Number: | US742718DN67 |
| Denominations: | \$2,000 x \$1,000 |
| Joint Book-Running Managers: | Deutsche Bank Securities Inc., HSBC Securities (USA) Inc., J.P. Morgan Securities Inc. |
| Senior Co-Managers: | Citigroup Global Markets Inc., Goldman, Sachs & Co., Greenwich Capital Markets, Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. Incorporated, RBC Capital Markets Corporation |
| Co-Managers: | Barclays Capital Inc., Fifth Third Securities, Inc., Fortis Securities, ING Financial Markets LLC, Mitsubishi UFJ Securities International plc, PNC Capital Markets LLC, UBS Securities LLC |
| Type of Offering: | SEC Registered |
| Listing: | None |
| Long-term Debt Ratings: | Moody s: Aa3 (Negative Outlook); S&P: AA- (Stable) (1) \$750,000,000 of 3.500% Notes due February 15, 2015 expected to be issued on February 6, 2009 by The Procter & Gamble Company, and (2) \$1,000,000,000 of Floating Rate Notes due February 8, 2010, expected to be issued on February 6, 2009 by Procter & Gamble |
| Concurrent Offerings: | |

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International Funding SCA, fully and unconditionally guaranteed by The Procter & Gamble Company. The closing of the offering of the notes offered hereby is not contingent on the closing of the concurrent offerings.

Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time

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