

PROCTER & GAMBLE Co  
Form 4  
August 19, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Taylor David S

(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)  
08/19/2014

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)  
Grp Pres GlobalHealth&Grooming

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                    | 08/19/2014                           |  | A                              |   | 5,546   | A  | \$ 0 <sup>(1)</sup><br><u>(2)</u>                     | 41,929.0234 | D |               |
| Common Stock                    | 08/19/2014                           |  | S                              |   | 2,744   | D  | \$ 82.243 <sup>(3)</sup><br><u>(4)</u>                | 39,185.0234 | D |               |
| Common Stock                    | 08/19/2014                           |  | M                              |   | 13,796  | A  | \$ 34.5688  | 52,981.0234 | D |               |
| Common Stock                    | 08/19/2014                           |  | S                              |   | 13,796  | D  | \$ 82.3935 <sup>(4)</sup><br><u>(4)</u>               | 39,185.0234 | D |               |
| Common Stock                    |                                      |  |                                |   |   |  |   | 20,090.7611 | I | By Retirement |

Plan  
Trustees

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (Right to Buy)                | \$ 34.5688   | 08/19/2014                           |  | M                              | 13,796  | 09/24/2004 09/24/2016                                    | Common Stock  | 13,796                     |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Taylor David S<br>ONE PROCTER & GAMBLE PLAZA<br>CINCINNATI, OH 45202 |               |           | Grp Pres GlobalHealth&Grooming |       |

## Signatures

/s/ Sandra T. Lane, attorney-in-fact for David S. Taylor  
08/19/2014

\_\_\_\_\_  
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) Stock award pursuant to Issuer's 2009 Stock and Incentive Compensation Plan.
- (2) Total includes grant of dividend equivalents on August 15, 2014 in the form of Restricted Stock Units settled in common stock.
- (3)

## Edgar Filing: PROCTER & GAMBLE Co - Form 4

Weighted average price of the shares sold. The price range was \$82.227 to \$82.283. Full information regarding the number of shares sold at each separate price available upon request.

- (4) Weighted average price of the shares sold. The price range was \$82.38 to \$82.42. Full information regarding the number of shares sold at each separate price available upon request.

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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