

PROCTER &amp; GAMBLE Co

Form 4

November 05, 2014

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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(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 &amp; GAMBLE Co [PG]

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

11/05/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Chief Human Resources Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 11/05/2014                              |                                                             | M                                    | 10,956 A                                                                | \$<br>31.0118                                                                                                      | 24,868.019                                                              | D                                                                 |
| Common<br>Stock                       | 11/05/2014                              |                                                             | S                                    | 10,956 D                                                                | \$<br>88.9608<br>(1)                                                                                               | 13,912.019                                                              | D                                                                 |
| Common<br>Stock                       | 11/05/2014                              |                                                             | M                                    | 1,916 A                                                                 | \$<br>31.0118                                                                                                      | 15,828.019                                                              | D                                                                 |
| Common<br>Stock                       | 11/05/2014                              |                                                             | S                                    | 1,916 D                                                                 | \$<br>88.9608<br>(1)                                                                                               | 13,912.019                                                              | D                                                                 |

I

# Edgar Filing: PROCTER & GAMBLE Co - Form 4

|                 |                    |                                      |
|-----------------|--------------------|--------------------------------------|
| Common<br>Stock | 14,680.9713<br>(2) | By<br>Retirement<br>Plan<br>Trustees |
| Common<br>Stock | 7 I                | By son<br>Noah                       |

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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) |          | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                     | 7. Title and An<br>Underlying Sec<br>(Instr. 3 and 4) |                 |             |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------|----------|----------------------------------------------------------------|---------------------|-------------------------------------------------------|-----------------|-------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                   | (A)      | (D)                                                            | Date<br>Exercisable | Expiration<br>Date                                    | Title           | A<br>N<br>S |
| Series A<br>Preferred<br>Stock                      | (3)                                                                | 09/30/2014(4)                           |                                                             | A                                    | V                                                                                                   | 190.4256 |                                                                | (5)                 | (5)                                                   | Common<br>Stock |             |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 31.0118                                                         | 11/05/2014                              |                                                             | M                                    |                                                                                                     |          | 10,956                                                         | 09/15/2003          | 09/15/2015                                            | Common<br>Stock |             |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 31.0118                                                         | 11/05/2014                              |                                                             | M                                    |                                                                                                     |          | 1,916                                                          | 09/15/2003          | 09/15/2015                                            | Common<br>Stock |             |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships                    |
|----------------------------------------------------------------|----------------------------------|
|                                                                | Director 10% Owner Officer Other |
| Biegger Mark F<br>ONE PROCTER & GAMBLE PLAZA<br>CINCINNATI, OH | Chief Human Resources Officer    |

## Signatures

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

11/05/2014

\_\_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) Weighted average price of the shares sold. The price range was \$88.960 to \$88.965. Full information regarding the number of shares sold at each separate price available upon request.
- (2) Reflects adjustment to PST for period 7/1/2014-9/30/2014.
- (3) Higher of \$6.82 (adjusted for 2-for-1 stock split effective May 21, 2004) or market price of Common Stock.
- (4) Series A Preferred Stock allocated to officer's Retirement Plan account pursuant to Retirement Plan provisions for the 3-month period ending 9/30/2014.
- (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.

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.