

PROCTER & GAMBLE Co
Form 4
August 18, 2016

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 *
Bishop Steven D

(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)
08/16/2016

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)

Group President Global Health

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)	(A) or (D)	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	Price		
Common Stock	08/16/2016		A		6,454	\$ 0 ⁽¹⁾	51,839.473	D
Common Stock	08/16/2016		M		65	\$ 86.16	51,904.473	D
Common Stock	08/16/2016		F		65 ⁽²⁾	\$ 86.16	51,839.473	D
Common Stock	08/16/2016		M		33,243	\$ 66.18	85,082.473	D
Common Stock	08/16/2016		S		33,243	\$ 86.6369	51,839.473	D

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Common Stock	08/17/2016	S	<u>2,399</u> (3)	D	\$ <u>86.2992</u> (4)	<u>49,440.473</u> (5)	D	
Common Stock						18,211.7161	I	By Retirement Plan Trustee
Common Stock						1,032	I	JMB Irrevocable Trust <u>(6)</u>

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 Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	<u>(7)</u>	08/15/2016		A	V 76.328	<u>(8)</u>	<u>(9)</u>	Common Stock
Restricted Stock Units	<u>(10)</u>	08/16/2016		M	65	<u>(11)</u>	<u>(11)</u>	Common Stock
Stock Option (Right to Buy)	\$ 66.18	08/16/2016		M	33,243	02/28/2011	02/28/2018	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bishop Steven D ONE PROCTER & GAMBLE PLAZA			Group President	Global Health

CINCINNATI, OH 45202

Signatures

/s/ Sandra T. Lane, attorney-in-fact for Steven D.
Bishop

08/18/2016

__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 2014 Stock and Incentive Compensation Plan.
- (2) Shares withheld to cover taxes on previous Restricted Stock Unit grant.
- (3) Shares sold to cover taxes on Restricted Stock Unit grant.
- (4) Weighted average price of the shares sold. The Price range was \$86.08 to \$86.43. Full information regarding the number of shares sold at each price available upon request.
- (5) Total includes grant of dividend equivalents in the form of Restricted Stock Units (RSUs) settled in common stock.
- (6) Johnathan Mark Bishop Trust, U/A December 23, 2013, Connie Bishop, Trustee.
- (7) Dividend equivalents in the form of Retirement 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 or cash settlement.
- (8) These units will deliver in shares or cash settlement on retirement from the company, unless delivery is deferred or such shares are contributed to reporting person's deferred compensation account.
- (9) These units will deliver in shares or cash settlement on retirement from the company, unless delivery is deferred or such shares are contributed to reporting person's deferred compensation account.
- (10) Retirement award in the form of Restricted Stock Units which represent a contingent right to receive P&G common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2016.
- (11) 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.