Biegger Mark F Form 4 August 17, 2017

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number: January 31,

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: 2005 Estimated average burden hours per

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response...

Form 5 obligations may continue. See Instruction

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

SECURITIES

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Biegger Mark F Issuer Symbol PROCTER & GAMBLE Co [PG] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify _X__ Officer (give title ONE PROCTER & GAMBLE 08/15/2017 below) **PLAZA** Chief Human Resources Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **CINCINNATI OH** Person

(City)	(State) 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. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock	08/15/2017		A	5,498	A	\$ 0 (1)	23,132.694	D		
Common Stock	08/15/2017		S	2,660 (2)	D	\$ 92.0405 (3)	20,472.694	D		
Common Stock							17,770.2851	I	By Retirement Plan Trustees	
Common Stock							7	I	By son Noah	

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

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

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	•	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	int of	Derivative		
	Security	or Exercise		any	Code	of	f	(Month/Day/	Year)	Under	rlying	Security	
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	r. 8) Derivative Securities Acquired		•		Securities (Instr. 3 and 4)		(Instr. 5)	
		Derivative											
		Security											
						(A	A) or						
						D	isposed						
						of	f (D)						
						(I	nstr. 3,						
						4,	and 5)						
											Amount		
											Amount		
								Date	Expiration	TP:41	or		
								Exercisable Date	Title Number of				
				C 1	3 7 ()	4) (D)							
					Code	V (A	A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Biegger Mark F

ONE PROCTER & GAMBLE PLAZA

Chief Human Resources Officer

CINCINNATI OH

Signatures

/s/ Robert B. White, attorney-in-fact for Mark F. Biegger

08/17/2017

Date

**Signature of Reporting Person

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 sold to cover taxes on Stock Award.
- Weighted average price of the shares sold. The price range was \$92.0050 to \$92.1050. 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. 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.

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