

Moeller Jon R
Form 4
March 04, 2019

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Moeller Jon R

(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)

02/28/2019

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 below) ____ Other (specify below)

Vice Chairman and CFO

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 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)
Common Stock	02/28/2019		A	7,638 A \$ 0 ⁽¹⁾	134,005.165 ⁽²⁾	D	
Common Stock	02/28/2019		A	740 A \$ 0 ⁽¹⁾	8,836.714 ⁽²⁾	I	By Spouse
Common Stock	02/28/2019		S	2,765 ⁽³⁾ D \$ 98.5716	131,240.165	D	
Common Stock	02/28/2019		S	459 ⁽³⁾ D \$ 98.5716	8,377.714	I	By Spouse
Common Stock					17,423.8552 ⁽⁴⁾	I	By Retirement Plan

Common Stock	18,443.2876 (4)	I	Trustees By Spouse, By Retirement Plan Trustees
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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units	<u>(5)</u>	11/15/2018		A	V	134.836		<u>(6)</u>	<u>(6)</u>	Common Stock	134.8
Restricted Stock Units	<u>(5)</u>	02/15/2019		A	V	128.426		<u>(6)</u>	<u>(6)</u>	Common Stock	128.4
Stock Option (Right to Buy)	\$ 98.55	02/28/2019		A		160,153		02/28/2022	02/28/2029	Common Stock	160,1
Stock Option (Right to Buy)	\$ 98.55	02/28/2019		A		15,499		02/28/2022	02/28/2029	Common Stock	15,4

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Moeller Jon R ONE PROCTER & GAMBLE PLAZA	Vice Chairman

CINCINNATI, OH 45202

and CFO

Signatures

/s/ Aaron Shepherd, attorney-in-fact for Jon R.
Moeller

03/04/2019

__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) Restricted Stock Units awarded pursuant to issuer's 2014 Stock and Incentive Compensation Plan.
- (2) Total includes grant of dividend equivalents in the form of Restricted Stock Units (RSU's) settled in common stock.
- (3) Shares sold to cover tax obligations upon settlement of Restricted Stock Unit award.
- (4) Reflects adjustment to PST through December 31, 2018.
- (5) Dividend equivalents in the form of 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.
- (6) 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.

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