

GILLETTE CO
Form 4
October 04, 2005

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 *
SHIRLEY EDWARD D

(Last) (First) (Middle)
**PRUDENTIAL TOWER
BUILDING - 42**

(Street)

BOSTON, MA 021998004

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GILLETTE CO [G]

3. Date of Earliest Transaction
(Month/Day/Year)
10/01/2005

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)
President - International

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	(A) or (D)	Price
Common Stock \$1 Par value	10/01/2005		D ⁽¹⁾		348	D	\$ 0 0
Common Stock \$1 Par value	10/01/2005		M		5,968.8	D	\$ 0 5,968.8
Common Stock \$1 Par value	10/01/2005		D		5,968.8	D	\$ 58.2 0
Common Stock \$1	10/01/2005		D ⁽¹⁾		51	I	\$ 0 0

By
Daughter

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Par value									
Common Stock \$1 Par value	10/01/2005	D ⁽¹⁾	100	D	\$ 0	0	I	By Daughter #2	
Common Stock \$1 Par value	10/01/2005	D ⁽¹⁾	2,362.8	D	\$ 0	0	I	By ESOP Trust	
Common Stock \$1 Par value	10/01/2005	D ⁽¹⁾	15,316.7	D	\$ 0	0	I	By Savings Plan Trust - 401(k)	
Common Stock \$1 Par value	10/01/2005	D ⁽¹⁾	50	D	\$ 0	0	I	By Son	
Common Stock \$1 Par value	10/01/2005	D ⁽¹⁾	1,294.9	D	\$ 0	0	I	By Spouse	

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)	8. Amount or Number of Underlying Securities	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Supplemental Savings Plan Units	<u>(2)</u>	10/01/2005		M	5,968.8	10/01/2005	10/01/2005	Common Stock \$1 Par value	5,968.8
Employee Stock Option (right to buy)	\$ 32.38	10/01/2005		D ⁽³⁾	90,000	06/19/2004	06/18/2013	Common Stock \$1 Par value	90,000
Employee Stock Option (right to buy)	\$ 47.345	10/01/2005		D ⁽³⁾	26,000	06/19/1998	06/18/2007	Common Stock \$1 Par value	26,000

Employee Stock Option (right to buy)	\$ 56.41	10/01/2005	D ⁽³⁾	30,000	06/18/1999	06/17/2008	Common Stock \$1 Par value	30
Employee Stock Option (right to buy)	\$ 46.94	10/01/2005	D ⁽³⁾	35,000	07/15/2000	07/14/2009	Common Stock \$1 Par value	35
Employee Stock Option (right to buy)	\$ 41.625	10/01/2005	D ⁽³⁾	17,500	12/02/2000	12/01/2009	Common Stock \$1 Par value	17
Employee Stock Option (right to buy)	\$ 32.03	10/01/2005	D ⁽³⁾	50,000	06/15/2001	06/14/2010	Common Stock \$1 Par value	50
Employee Stock Option (right to buy)	\$ 32.185	10/01/2005	D ⁽³⁾	35,000	02/15/2002	02/14/2011	Common Stock \$1 Par value	35
Employee Stock Option (right to buy)	\$ 28.26	10/01/2005	D ⁽³⁾	90,000	06/21/2002	06/20/2011	Common Stock \$1 Par value	90
Employee Stock Option (right to buy)	\$ 35.58	10/01/2005	D ⁽³⁾	90,000	06/20/2003	06/19/2012	Common Stock \$1 Par value	90
Employee Stock Option (right to buy)	\$ 43.1	10/01/2005	D ⁽³⁾	90,000	06/17/2005	06/16/2014	Common Stock \$1 Par value	90
Employee Stock Option (right to buy)	\$ 51.96	10/01/2005	D ⁽³⁾	72,000	06/16/2006	06/15/2015	Common Stock \$1 Par value	72

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHIRLEY EDWARD D PRUDENTIAL TOWER BUILDING - 42 BOSTON, MA 021998004			President - International	

Signatures

By: Carol S. Fischman as Attorney in Fact
10/03/2005

**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).

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Disposed of pursuant to merger agreement between The Gillette Company and The Procter & Gamble Company in exchange for shares of

- (1) The Procter & Gamble Company at an exchange ratio of .975 per share having a market price of \$59.46 per share on the effective date of the merger.
- (2) 1-for-1
- (3) This option was assumed by The Procter & Gamble Company in the merger and replaced with an option to purchase shares of The Procter & Gamble Company converted at an exchange ratio of .975 per share.

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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