

PROCTER & GAMBLE CO  
Form FWP  
February 04, 2009

Filed Pursuant to 433  
Registration No. 333-145938  
February 3, 2009

**Pricing Term Sheet**  
**Procter & Gamble International Funding SCA**  
**Floating Rate Notes due February 8, 2010**  
**Guaranteed by The Procter & Gamble Company**

**Issuer:** Procter & Gamble International Funding SCA  
**Guarantor:** The Procter & Gamble Company  
**Aggregate Principal Amount Offered:** \$1,000,000,000  
**Maturity Date:** February 8, 2010  
**Coupon (Interest Rate):** 3-month U.S. LIBOR + 25 basis points  
**Price to Public (Issue Price):** 100% of principal amount  
**Interest Payment Dates:** February 8, May 8, August 8 and November 8, commencing May 8, 2009 and ending on the Maturity Date  
**Day Count Convention:** Actual/360  
**Redemption:** Not redeemable other than upon certain changes in withholding taxes as described in the Prospectus  
**Trade Date:** February 3, 2009  
**Settlement Date:** February 6, 2009 (T+3)  
**CUSIP Number:** 742732AC4  
**ISIN Number:** US742732AC40  
**Denominations:** \$2,000 x \$1,000  
**Joint Book-Running Managers:** Deutsche Bank Securities Inc., HSBC Securities (USA) Inc., J.P. Morgan Securities Inc.  
Citigroup Global Markets Inc., Goldman, Sachs & Co., Greenwich Capital Markets, Inc.,  
**Senior Co-Managers:** Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. Incorporated, RBC  
Capital Markets Corporation  
**Co-Managers:** Barclays Capital Inc., Fifth Third Securities, Inc., Fortis Securities, ING Financial Markets LLC, Mitsubishi UFJ Securities International plc, PNC Capital Markets LLC, UBS Securities LLC  
**Type of Offering:** SEC Registered  
**Listing:** None  
**Long-term Debt Ratings of The Procter & Gamble Company:** Moody's: Aa3 (Negative Outlook); S&P: AA- (Stable)  
**Concurrent Offering:** \$750,000,000 of 3.500% Notes due February 15, 2015 and \$1,250,000,000 of 4.700% Notes due February 15, 2019, expected to be issued on February 6, 2009 by The Procter & Gamble

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Company. The closing of the offering of the notes offered hereby is not contingent on the closing of the concurrent offering.

**Note:** A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Deutsche Bank Securities Inc. toll-free at 1-800-503-4611, HSBC Securities (USA) Inc. toll-free at 1-866-811-8049 or J.P. Morgan Securities Inc. collect 1-212-834-4533. Any disclaimers or other notices that may appear below are not applicable to this communication and should be disregarded. Such disclaimers or other notices were automatically generated as a result of this communication being sent via Bloomberg or another email system.**