#### PROCTER & GAMBLE Co

Form 4

Common

Stock

September 17, 2013

| September                              | 17, 2013               |                    |   |  |  |   |   |  |
|--|------------------------|--------------------|---|--|--|---|---|--|
| <b>FORI</b>                            | VI 4                   |                    |   |  |  | OMB A   | APPROVAL                                    |  |
| . •                                    | · UNITED               |                    | URITIES AND EX<br>ashington, D.C. 2                                       |  | COMMISSION   | OMB<br>Number:  | 3235-028                                    |  |
| Check if no lo                         | this box               |                    |   |  |  | Expires:  | January 31                                  |  |
| subject<br>Section<br>Form 4           | to SIAIEI<br>16.<br>or |                    | ANGES IN BENEI<br>SECURITIES  |  |  | Estimated burden ho response                          | urs per                                     |  |
| Form 5 obligation may co See Ins 1(b). | ions Section 17        | (a) of the Public  | 116(a) of the Secur<br>Utility Holding Co<br>Investment Compa             | mpany Act o  | f 1935 or Section  | 1   |   |  |
| (Print or Type                         | e Responses)           |                    |   |  |  |   |   |  |
| 1. Name and LAFLEY                     | Address of Reporting   | Symbo              |   | _  | 5. Relationship of Issuer                                | Reporting Pe  | rson(s) to                                  |  |
|  |                        |                    | CTER & GAMBLE   |  | (Check all applicable)                                   |   |   |  |
| (Last) ONE PRO                         | (First)  CTER AND GAN  | (Month             | e of Earliest Transaction<br>n/Day/Year)<br>/2013                         | n  | _X_ Director<br>_X_ Officer (give                        | titleOt   | % Owner her (specify                        |  |
| PLAZA                                  |                        |                    |   |  | below)  COB  | below)<br>, Pres. & CEO                               | )   |  |
|  | (Street)               |                    | mendment, Date Origin<br>Month/Day/Year)                                  | nal  | 6. Individual or Jo Applicable Line) _X_ Form filed by C | -   |   |  |
| CINCINN                                | ATI, OH 45202          |                    |   |  | Form filed by M Person                                   |   |   |  |
| (City)                                 | (State)                | (Zip) Ta           | able I - Non-Derivativ  | e Securities Acc   | quired, Disposed of                                      | , or Beneficia  | ally Owned                                  |  |
| (Instr. 3) any                         |                        | Execution Date, if | 3. 4. Securit<br>Transaction(A) or Dis<br>Code (Instr. 3, 4<br>(Instr. 8) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following | Ownership In<br>Form: Bo<br>Direct (D) O                 | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |   |  |
|  |                        |                    | Code V Amount   | ` '  | Reported<br>Transaction(s)<br>(Instr. 3 and 4)           | (I)<br>(Instr. 4)                                     |   |  |
| Common<br>Stock                        | 09/13/2013             |                    | S 1,168   | D \$ 79.123  | 613,337.7956   | D   |   |  |
| Common<br>Stock                        |                        |                    |   |  | 10,989.7665  | I   | By Spouse,<br>DSS<br>Revocable<br>Trust (1) |  |

Ву

Plan Trustees

3,306.5811

9,704.9847

Ι

Ι

Retirement

### Edgar Filing: PROCTER & GAMBLE Co - Form 4

| Common<br>Stock |           |   | By<br>Retirement<br>Plan<br>Trustees,<br>By Spouse |
|-----------------|-----------|---|--|
| Common<br>Stock | 122,473   | I | AGL<br>Revocable<br>Trust (2)                      |
| Common<br>Stock | 1,620.138 | I | AFL<br>Revocable<br>Trust (3)                      |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

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

| 1. Title of Derivative | 2.<br>Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if |            | 5.<br>onNumber | 6. Date Exerc<br>Expiration D | ate        | 7. Titl | unt of     | 8. Price of Derivative | 9. Nu<br>Deriv |
|------------------------|------------------|--------------------------------------|-------------------------------|------------|----------------|-------------------------------|------------|---------|------------|------------------------|----------------|
| Security               | or Exercise      |                                      | any                           | Code       | of             | (Month/Day/                   | Year)      | Under   | rlying     | Security               | Secui          |
| (Instr. 3)             | Price of         |                                      | (Month/Day/Year)              | (Instr. 8) | Derivative     | e                             |            | Secur   | rities     | (Instr. 5)             | Bene           |
|                        | Derivative       |                                      |                               |            | Securities     |                               |            | (Instr. | . 3 and 4) |                        | Own            |
|                        | Security         |                                      |                               |            | Acquired       |                               |            |         |            |                        | Follo          |
|                        |                  |                                      |                               |            | (A) or         |                               |            |         |            |                        | Repo           |
|                        |                  |                                      |                               |            | Disposed       |                               |            |         |            |                        | Trans          |
|                        |                  |                                      |                               |            | of (D)         |                               |            |         |            |                        | (Instr         |
|                        |                  |                                      |                               |            | (Instr. 3,     |                               |            |         |            |                        |                |
|                        |                  |                                      |                               |            | 4, and 5)      |                               |            |         |            |                        |                |
|                        |                  |                                      |                               |            |                |                               |            |         | Amount     |                        |                |
|                        |                  |                                      |                               |            |                |                               |            |         | or         |                        |                |
|                        |                  |                                      |                               |            |                | Date                          | Expiration | Title   | Number     |                        |                |
|                        |                  |                                      |                               |            |                | Exercisable                   | Date       | Title   | of         |                        |                |
|                        |                  |                                      |                               | Code V     | (A) (D)        |                               |            |         | Shares     |                        |                |

# **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                  |       |  |  |
|---|---------------|-----------|------------------|-------|--|--|
| topotong of not rand / radicos  | Director      | 10% Owner | Officer          | Other |  |  |
| LAFLEY ALAN G<br>ONE PROCTER AND GAMBLE PLAZA<br>CINCINNATI, OH 45202 | X             |           | COB, Pres. & CEO |       |  |  |
| AT I  |               |           |                  |       |  |  |

## **Signatures**

/s/ Sandra T. Lane, attorney-in-fact for Alan G.
Lafley 09/17/2013

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\*\*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) Diana Shaheen Revocable Trust, U/A dated May 16, 2012, Diana Sue Shaheen Trustee.
- (2) A.G. Lafley Revocable Trust, U/A dated January 10, 1990, A.G. Lafley, Trustee.
- (3) Alan F. Lafley Revocable Trust, U/A dated February 3, 1998, A.G. Lafley, Trustee, for benefit of reporting person's father.

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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