

PROCTER & GAMBLE Co  
Form 3  
March 11, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| FergusonMchugh MaryLynn                   |         | (Month/Day/Year)                     | PROCTER & GAMBLE Co [PG]                           |  |
| (Last)                                    | (First) | (Middle)                             | 03/01/2016   |  |
| ONE PROCTER & GAMBLE PLAZA                |         |                                      | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)                             |  |
| CINCINNATI, OH 45202                      |         |                                      | <input type="checkbox"/> Director                  | <input type="checkbox"/> 10% Owner                                     |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer        | <input type="checkbox"/> Other   |
|   |         |                                      | (give title below)                                 | (specify below)  |
|   |         |                                      | Group President Global Family                      | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|   |         |                                      |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      |  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 72,784.0482   | D  | À   |
| Common Stock                    | 18,442.4139   | I  | By Retirement Plan Trustees                           |
| Common Stock                    | 134.9927  | I  | By Spouse   |
| Common Stock                    | 19.5347   | I  | By Spouse, By Retirement Plan Trustees                |
| Common Stock                    | 2,355.9525  | I  | Mary Lynn Ferguson-McHugh Trust <sup>(1)</sup>        |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) |                  | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 5) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|------------------|--|----------------------------|--|--|--|
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of Shares |  |  |  |
| Restricted Stock Units                        | Â <sup>(2)</sup>  | Â <sup>(2)</sup> | Common Stock   | 863.476                    | \$ <sup>(3)</sup>                                      | D  | Â  |
| Stock Option (Right to Buy)                   | 02/28/2011  | 02/28/2018       | Common Stock   | 35,208                     | \$ 66.18   | D  | Â  |
| Restricted Stock Units                        | Â <sup>(2)</sup>  | Â <sup>(2)</sup> | Common Stock   | 982.846                    | \$ <sup>(4)</sup>                                      | D  | Â  |
| Stock Option (Right to Buy)                   | 02/27/2012  | 02/27/2019       | Common Stock   | 51,900                     | \$ 48.17   | D  | Â  |
| Restricted Stock Units                        | Â <sup>(2)</sup>  | Â <sup>(2)</sup> | Common Stock   | 1,297.78                   | \$ <sup>(5)</sup>                                      | D  | Â  |
| Stock Option (Right to Buy)                   | 02/26/2013  | 02/26/2020       | Common Stock   | 55,310                     | \$ 63.28   | D  | Â  |
| Restricted Stock Units                        | Â <sup>(2)</sup>  | Â <sup>(2)</sup> | Common Stock   | 1,151.285                  | \$ <sup>(6)</sup>                                      | D  | Â  |
| Stock Option (Right to Buy)                   | 02/28/2014  | 02/28/2021       | Common Stock   | 67,407                     | \$ 63.05   | D  | Â  |
| Restricted Stock Units                        | Â <sup>(2)</sup>  | Â <sup>(2)</sup> | Common Stock   | 1,238.531                  | \$ <sup>(7)</sup>                                      | D  | Â  |
| Stock Option (Right to Buy)                   | 02/28/2015  | 02/28/2022       | Common Stock   | 37,027                     | \$ 67.52   | D  | Â  |
| Restricted Stock Units                        | Â <sup>(2)</sup>  | Â <sup>(2)</sup> | Common Stock   | 1,421.127                  | \$ <sup>(8)</sup>                                      | D  | Â  |
| Stock Option (Right to Buy)                   | 02/28/2016  | 02/28/2023       | Common Stock   | 39,381                     | \$ 76.18   | D  | Â  |
| Restricted Stock Units                        | Â <sup>(2)</sup>  | Â <sup>(2)</sup> | Common Stock   | 1,196.283                  | \$ <sup>(9)</sup>                                      | D  | Â  |
| Stock Option (Right to Buy)                   | 02/28/2017  | 02/28/2024       | Common Stock   | 49,899                     | \$ 78.66   | D  | Â  |
| Restricted Stock Units                        | Â <sup>(2)</sup>  | Â <sup>(2)</sup> | Common Stock   | 1,207.372                  | \$ <sup>(10)</sup>                                     | D  | Â  |
| Stock Option (Right to Buy)                   | 02/27/2018  | 02/27/2025       | Common Stock   | 48,162                     | \$ 85.13   | D  | Â  |
| Restricted Stock Units                        | Â <sup>(2)</sup>  | Â <sup>(2)</sup> |  | 1,240.856                  | \$ <sup>(11)</sup>                                     | D  | Â  |

|                             |            |            | Common Stock |           |          |   |  |
|-----------------------------|------------|------------|--------------|-----------|----------|---|--|
| Stock Option (Right to Buy) | 02/28/2019 | 02/27/2026 | Common Stock | 54,802    | \$ 80.29 | D | Â                                      |
| Series A Preferred Stock    | Â (12)     | Â (12)     | Common Stock | 8,078.829 | \$ (13)  | I | By Retirement Plan Trustees            |
| Series A Preferred Stock    | Â (12)     | Â (12)     | Common Stock | 5.024     | \$ (14)  | I | By Spouse, By Retirement Plan Trustees |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                               |
|---|---------------|-----------|---------|-------------------------------|
|   | Director      | 10% Owner | Officer | Other                         |
| FergusonMchugh MaryLynn<br>ONE PROCTER & GAMBLE PLAZA<br>CINCINNATI, OH 45202 | Â             | Â         | Â       | Group President Global Family |

## Signatures

/s/ Sandra T. Lane, attorney-in-fact for Ms.  
Ferguson-McHugh

03/11/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Mary Lynn Ferguson-McHugh Trust, U/A dated February 24, 1999, Mary Lynn Ferguson-McHugh Trustee.
  - (2) 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.
  - (3) Retirement award in the form of Restricted Stock Units which represent a contingent right to receive Procter & Gamble common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2007.
  - (4) Retirement award in the form of Restricted Stock Units which represent a contingent right to receive Procter & Gamble common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2008.
  - (5) Retirement award in the form of Restricted Stock Units which represent a contingent right to receive Procter & Gamble common stock or cash settlement. Amount and price computed per benefit formulas for plan year ended 6/30/2009.
  - (6) Retirement award in the form of Restricted Stock Units which represent a contingent right to receive Procter & Gamble common stock or cash settlement. Amount and price computed per benefit formulas for plan year ended 6/30/2010.
  - (7) Retirement award in the form of Restricted Stock Units which represent a contingent right to receive Procter & Gamble common stock or cash settlement. Amount and price computed per benefit formulas for plan year ended 6/30/2011.
  - (8) Retirement award in the form of Restricted Stock Units which represent a contingent right to receive Procter & Gamble common stock or cash settlement. Amount and price computed per benefit formulas for plan year ended 6/30/2012.
  - (9) Retirement award in the form of Restricted Stock Units which represent a contingent right to receive Procter & Gamble common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2013.
  - (10) Retirement award in the form of Restricted Stock Units which represent a contingent right to receive Procter & Gamble common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2014.

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- (11) Retirement award in the form of Restricted Stock Units which represent a contingent right to receive Procter & Gamble common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2015.
- (12) Shares held by Retirement Plan Trustees. If employee terminates employment and elects distribution of shares, or, if after age 50 elects alternative investment within Plan, Preferred Stock converted/redeemed at specified conversion/exercise price.
- (13) Series A Preferred Stock allocated to Officer's Retirement Plan Account pursuant to Retirement Plan provisions.
- (14) Series A Preferred Stock allocated to spouse's Retirement Plan Account pursuant to Retirement Plan provisions.

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.