

PROCTER & GAMBLE CO

Form S-8 POS

September 04, 2009

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Registration No. 333-146904

As filed with the Securities and Exchange Commission on September 4, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549
POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
THE PROCTER & GAMBLE COMPANY
(Exact name of registrant as specified in its charter)**

Ohio **31-0411980**
(State or other jurisdiction (I.R.S. Employer
of incorporation or organization) Identification No.)

One Procter & Gamble Plaza, Cincinnati, Ohio 45202
(513) 983-1100

(Address, including zip code, and telephone
number, including area code, of registrant's principal executive offices)

The Gillette Company Employees Savings Plan

Steven W. Jemison, Secretary
The Procter & Gamble Company
One Procter & Gamble Plaza, Cincinnati, Ohio 45202
(513) 983-7854

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting
company

(Do not check if smaller reporting company)

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EXPLANATORY NOTE

On October 24, 2007, The Procter & Gamble Company (the Company) filed a Registration Statement on Form S-8 (File No. 333-146904) (the 2007 Registration Statement) registering 14,000,000 shares of the Company s common stock (without par value) (the Common Stock) for issuance under The Gillette Company Employees Savings Plan. The Gillette Company Employees Savings Plan is now being merged into The Procter & Gamble Savings Plan, with the latter plan surviving. As a result of the merger, the Company has terminated all offerings of its securities under the 2007 Registration Statement. Accordingly, pursuant to the undertakings contained in the 2007 Registration Statement to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering, the Company is filing this Post-Effective Amendment No. 1 to the 2007 Registration Statement to deregister 11,690,336 shares of Common Stock registered under the 2007 Registration Statement which remain unissued as of the time of the merger on September 4, 2009 (the Unsold Shares). The Company is concurrently filing a separate Registration Statement on Form S-8 (the New Registration Statement) to register the Unsold Shares with respect to The Procter & Gamble Savings Plan. The \$25,505 registration fee previously paid by the Company to register 11,690,336 shares of Common Stock being deregistered under this Post-Effective Amendment No. 1 to the 2007 Registration Statement will be carried forward and applied to the registration fee due as a result of registering the same number of shares of Common Stock on the New Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cincinnati, State of Ohio, on the 4th day of September, 2009.

THE PROCTER & GAMBLE COMPANY

By: /s/ Jon R. Moeller
Name: Jon R. Moeller
Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the registration statement has been signed by the following persons in the capacities indicated on September 4, 2009.

| Signature | Title |
|---------------------|--|
| Robert A. McDonald | * President, Chief Executive Officer (Principal Executive Officer) and Director |
| A.G. Lafley | * Chairman of the Board |
| Jon R. Moeller | * Chief Financial Officer (Principal Financial Officer) |
| Valarie L. Sheppard | * Comptroller (Principal Accounting Officer) |
| Kenneth I. Chenault | * Director |
| Scott D. Cook | * Director |
| Rajat K. Gupta | * Director |

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| Signature | | Title |
|------------------------|---|--------------|
| | * | Director |
| Charles R. Lee | | |
| | * | Director |
| Lynn M. Martin | | |
| | * | Director |
| W. James McNerney, Jr. | | |
| | * | Director |
| Johnathan A. Rodgers | | |
| | * | Director |
| Ralph Snyderman | | |
| | * | Director |
| Patricia A. Woertz | | |
| | * | Director |
| Ernesto Zedillo | | |

*By: /s/ Steven W. Jemison

Steven W. Jemison as
Attorney-in-Fact

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