

PROCTER & GAMBLE Co  
Form 4  
August 25, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**HENRETTA DEBORAH A**

(Last) (First) (Middle)

**ONE PROCTER & GAMBLE  
PLAZA**

(Street)

**CINCINNATI, OH 45202**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**PROCTER & GAMBLE Co [PG]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**08/22/2014**

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)  
**Group President Global Beauty**

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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	08/22/2014		M		\$ 61,870 A 31.0118	245,314.9192	D
Common Stock	08/22/2014		S		\$ 61,870 D 83.4305 (1)	183,444.9192	D
Common Stock	08/22/2014		M		\$ 10,514 A 27.4459	193,958.9192	D
Common Stock	08/22/2014		S		\$ 10,514 D 83.4305 (1)	183,444.9192	D
	08/22/2014		M		\$ 9,028 A	192,472.9192	D

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Common Stock					\$					
					31.0118					
Common Stock	08/22/2014		S	9,028	D	\$	83,4305	183,444.9192	D	
						(1)				
Common Stock								19,276.2191	I	By Retirement Plan Trustees

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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy)	\$ 31.0118	08/22/2014		M	61,870	09/15/2003 09/15/2015	Common Stock	61,870	
Stock Option (Right to Buy)	\$ 27.4459	08/22/2014		M	10,514	07/10/2003 07/10/2015	Common Stock	10,514	
Stock Option (Right to Buy)	\$ 31.0118	08/22/2014		M	9,028	09/15/2003 09/15/2015	Common Stock	9,028	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

HENRETTA DEBORAH A  
ONE PROCTER & GAMBLE PLAZA  
CINCINNATI, OH 45202

Group  
President  
Global Beauty

## Signatures

/s/ Sandra T. Lane, attorney-in-fact for Deborah A.  
Henretta

08/25/2014

\_\_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) Weighted average price of the shares sold. The price range was \$83.41 to \$83.475. Full information regarding the number of shares sold at each separate price available upon request.

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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