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PROCTER & GAMBLE CO
Form S-8 POS
September 12, 2002

Registration No. 33-26514

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

AMENDMENT NO. 3

POST EFFECTIVE AMENDMENT NO. 3

TO

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

THE PROCTER & GAMBLE COMPANY

(Exact name of issuer as specified in its charter)

Ohio
(State of Incorporation)

31-0411980
(I.R.S. Employer Identification No.)

One Procter & Gamble Plaza, Cincinnati, Ohio
(Address of Principal Executive Offices)

45202
(Zip Code)

THE PROCTER & GAMBLE 1983 STOCK PLAN
(Full title of the Plan)

Terry L. Overbey, Secretary
The Procter & Gamble Company
One Procter & Gamble Plaza
Cincinnati, Ohio 45202
(Name and address of agent for service)

(513) 983-4463
(Telephone number, including area code, of agent for service)

Total Pages = 2

Reduction in the number of shares of Common Stock of The Procter & Gamble

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Company registered under Registration Statement No. 33-26514

SUMMARY

The Procter & Gamble 1983 Stock Plan terminated in accordance with Plan provisions. The last share equivalents granted under the Plan were redeemed on or before February 24, 2002. Of the 71,878,947 shares (as adjusted for the stock splits that occurred on October 20, 1989, May 15, 1992, and August 22, 1997) registered on Registration Statement, Form S-8, No. 33-26514, share equivalents eligible to be redeemed for 25,539,646 shares had either not been granted or had not been so redeemed by February 24, 2002. Therefore, the undersigned agent for service hereby deregisters the following amount of securities registered on the aforesaid Registration Statement:

| | |
|-------------------------------|-------------------|
| Shares of the Common Stock of | 25,539,646 shares |
| The Procter & Gamble Company | |

This leaves 46,339,301 shares of the Common Stock of The Procter & Gamble Company currently registered under Registration Statement, Form S-8, No. 33-26514.

In accordance with Rule 478(a)(4), as agent for service I have signed this amendment to the Registration Statement on the date set below my name.

/S/TERRY L. OVERBEY

Terry L. Overbey, Secretary
September 12, 2002