

PROCTER & GAMBLE CO
Form 8-K
October 14, 2011

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act Of 1934

Date of Report (Date of earliest event reported)

October 14, 2011

| | | |
|--|--------------------------------------|---|
| Ohio (State or other jurisdiction of incorporation) | 1-434 (Commission File Number) | 31-0411980 (IRS Employer Identification Number) |
| One Procter & Gamble Plaza, Cincinnati, Ohio (Address of principal executive offices) | | 45202 Zip Code |
| (513) 983-1100 (Registrant's telephone number, including area code) | | 45202 Zip Code |

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07. Submission of Matters to a Vote of Security Holders

The Procter & Gamble Company (the "Company") held its Annual Meeting of Shareholders on October 11, 2011. Set forth below are the final voting results for each of the proposals submitted to a vote of the shareholders.

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| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|---------------------------|---------------|---------------|-------------|------------------|
| 1. Election of Directors: | | | | |
| Angela F. Braly | 1,706,171,189 | 9,910,422 | 4,556,057 | 527,286,425 |
| Kenneth I. Chenault | 1,668,902,159 | 47,690,977 | 4,044,532 | 527,286,425 |
| Scott D. Cook | 1,686,472,543 | 29,672,018 | 4,493,107 | 527,286,425 |
| Susan Desmond-Hellmann | 1,705,972,242 | 10,436,330 | 4,229,096 | 527,286,425 |
| Robert A. McDonald | 1,665,194,273 | 51,440,885 | 4,002,510 | 527,286,425 |
| W. James McNerney, Jr. | 1,670,560,477 | 45,855,131 | 4,222,060 | 527,286,425 |
| Johnathan A. Rodgers | 1,698,411,966 | 17,659,055 | 4,566,647 | 527,286,425 |
| Margaret C. Whitman | 1,686,065,764 | 30,494,937 | 4,076,967 | 527,286,425 |
| Mary Agnes Wilderotter | 1,667,992,269 | 48,320,974 | 4,324,425 | 527,286,425 |
| Patricia A. Woertz | 1,706,371,292 | 9,915,660 | 4,350,716 | 527,286,425 |
| Ernesto Zedillo | 1,688,276,422 | 27,779,522 | 4,581,724 | 527,286,425 |

| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--|---------------|---------------|-------------|------------------|
| 2. Ratify Appointment of Independent Registered Public Accounting Firm | 2,222,642,898 | 20,533,887 | 4,747,308 | 0 |
| 3. Advisory Vote on Executive Compensation (The Say-on-Pay Vote) | 1,667,960,320 | 42,591,116 | 10,086,232 | 527,286,425 |

| | 1 Year | 2 Years | 3 Years | Abstentions | Broker Non-Votes |
|--|---------------|------------|-------------|-------------|------------------|
| 4. Frequency on an Advisory Vote on Say-on-Pay | 1,465,714,588 | 11,360,002 | 234,642,686 | 8,920,392 | 527,286,425 |

| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--|---------------|---------------|-------------|------------------|
| 5. Amend the Articles of Incorporation | 2,216,939,967 | 17,728,105 | 13,256,021 | 0 |

| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|---|-------------|---------------|-------------|------------------|
| 6. Shareholder Proposal - Adopt Cumulative Voting in the Election of Directors | 401,069,870 | 1,308,100,917 | 11,466,881 | 527,286,425 |
| 7. Shareholder Proposal - Plan to Phase Out Animal Testing | 33,501,769 | 1,374,447,565 | 312,688,334 | 527,286,425 |
| 8. Shareholder Proposal - Annual Proposal Describing Electioneering Contributions | 100,161,818 | 1,393,254,720 | 227,221,130 | 527,286,425 |

A majority of the votes cast by shareholders, on an advisory basis, were in favor of holding an advisory vote on the Company's executive compensation every year. In accordance with this shareholder vote, the Board of Directors approved an annual shareholder advisory vote on the Company's executive compensation as reported in its annual proxy statement. Annual votes will be held until the next shareholder vote on the frequency of such advisory vote, to occur no later than our Annual Meeting of Shareholders in 2017.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, hereunto duly authorized.

THE PROCTER & GAMBLE COMPANY

By:

/s/ Susan S. Whaley
Susan S. Whaley
Assistant Secretary
October 14, 2011