PASSERINI FILIPPO
Form 4
July 18, 2012

FORM 4

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

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

OMB APPROVAL

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
PASSERINI FILIPPO

(Last) (First) (Middle)

ONE PROCTER AND 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)
07/16/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Grp Pres-CIO & Global Bus Svcs

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/16/2012		F		245 (1)	D	$ 64.755	80,332.678	D	
Common Stock	07/16/2012		M		75	A	$ 64.755	80,407.678	D	
Common Stock	07/16/2012		F		75 (1)	D	$ 64.755	80,332.678	D	
Common Stock	07/16/2012		M		67	A	$ 64.755	80,399.678	D	
Common Stock	07/16/2012		F		67 (1)	D	$ 64.755	80,332.678	D	

Common Stock	07/16/2012	M	439	A	$ 64.755	80,771.678	D	
Common Stock	07/16/2012	F	439 (1)	D	$ 64.755	80,332.678	D	
Common Stock	07/16/2012	M	69	A	$ 64.755	80,401.678	D	
Common Stock	07/16/2012	F	69 (1)	D	$ 64.755	80,332.678	D	
Common Stock	07/16/2012	M	414	A	$ 64.755	80,746.678	D	
Common Stock	07/16/2012	F	414 (1)	D	$ 64.755	80,332.678	D	
Common Stock						2,050.83	I	By daughter Chiara
Common Stock						2,027.833	I	By daughter Marta
Common Stock						5,630.9121 (2)	I	By Retirement Plan Trustees
Common Stock						2,049.753	I	By son Emanuele

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

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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)		8. D Se (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Restricted Stock Units	(3)	07/16/2012	M	75	(4)	(4)	Common Stock	75
Restricted Stock Units	(3)	07/16/2012	M	67	(4)	(4)	Common Stock	67
Stock Option (Right to Buy)	$ 63.05 (5)	07/16/2012	M	439	02/28/2014	02/28/2021	Common Stock	439
Restricted Stock Units	(3)	07/16/2012	M	69	(4)	(4)	Common Stock	69
Stock Option (Right to Buy)	$ 67.52 (5)	07/16/2012	M	414	02/28/2015	02/28/2022	Common Stock	414

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PASSERINI FILIPPO ONE PROCTER AND GAMBLE PLAZA CINCINNATI, OH 45202			Grp Pres-CIO & Global Bus Svcs	

Signatures

/s/ Sandra T. Lane, Attorney-In-Fact for FILIPPO PASSERINI	07/18/2012
**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) Shares withheld to cover taxes when reporting person became 55.

(2) Balance as of 6/30/12.

(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 6/30/11.

(4) These units will deliver in shares or cash settlement on retirement from the company, unless delivery is deferred or such shares are contributed to reporting person's deferred compensation account.

(5) Employee stock option granted under Issuer's 2009 Stock Option and Incentive Compensation Plan.

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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