

PROCTER & GAMBLE CO  
Form FWP  
September 04, 2008

Filed Pursuant to 433  
Registration No. 333-145938  
September 4, 2008

**Pricing Term Sheet**  
**The Procter & Gamble Company**  
**Floating Rate Notes due March 9, 2010**

**Issuer:** The Procter & Gamble Company

**Aggregate Principal Amount Offered:** \$750,000,000

**Maturity Date:** March 9, 2010

**Coupon (Interest Rate):** 3-month LIBOR + 18 basis points

**Price to Public (Issue Price):** 100% of principal amount

**Interest Payment Dates:** March 9, June 9, September 9 and December 9, commencing December 9, 2008 and ending on the Maturity Date

**Day Count Convention:** Actual/360

**Redemption:** Not redeemable

**Trade Date:** September 4, 2008

**Settlement Date:** September 9, 2008 (T+3)

**CUSIP Number:** 742718 DK2

**ISIN Number:** US742718DK29

**Denominations:** \$2,000 x \$1,000

**Joint Book-Running Managers:** HSBC Securities (USA) Inc., J.P. Morgan Securities Inc., Morgan Stanley & Co. Incorporated

**Co-Managers:** Citigroup Global Markets Inc., Deutsche Bank Securities Inc., Goldman, Sachs & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated

**Type of Offering:** SEC Registered

**Listing:** None

**Long-term Debt Ratings:** Moody s: Aa3 (Negative Outlook); S&P: AA- (Stable)

**Concurrent Offering:**

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\$1,250,000,000 of floating rate notes due September 9, 2009 of The Procter & Gamble Company, expected to be issued on September 9, 2008. The closing of the offering of the notes offered hereby is not contingent on the closing of the concurrent offering.

**Note:** A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling HSBC Securities (USA) Inc. toll-free at 1-866-811-8049, J.P. Morgan Securities Inc. collect 1-212-834-4533 or Morgan Stanley & Co. Incorporated toll-free at 1-800-718-1649. Any disclaimers or other notices that may appear below are not applicable to this communication and should be disregarded. Such disclaimers or other notices were automatically generated as a result of this communication being sent via Bloomberg or another email system.**