PASSERINI FILIPPO

Form 4

March 03, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

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 See Instruction

Symbol

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

PROCTER & GAMBLE CO [PG]

1(b).

(Print or Type Responses)

PASSERINI FILIPPO

1. Name and Address of Reporting Person *

			TROCTER & GAMBLE CO [10]				. Oj	(Check all applicable)				
(Last) (First) (Middle) ONE PROCTER AND GAMBLE			3. Date of Earliest Transaction (Month/Day/Year) 02/27/2009					Director 10% Owner X Officer (give title Other (specification of the context of the con				
PLAZA					0=,=,,=00,				below) Chief Info and Global Svcs Ofc			
					4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
CINC	INNA	TI, OH 45202	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(Ci	ty)	(State)	(Zip)	Tabl	o I. Non D	Aorivotivo (Soone	itios A	equired, Disposed	l of or Ronofic	ially Owned	
			_					ilies A	•	•	· ·	
1.Title of Security (Instr. 3	y.	2. Transaction D (Month/Day/Yea	r) Execution	emed on Date, if /Day/Year)	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4)	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Comm Stock	non								41,146.292	D		
Comm Stock	non								367	I	By daughter Chiara	
Comm Stock	non								367	I	By daughter Marta	
Comm Stock	non								367	I	By son Emanuele	
Comm Stock	non								3,042.0595	I	By Retirement Plan	

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Trustees

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

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SEC 1474 (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. Transactic Code (Instr. 8)	5. Number of or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 48.17	02/27/2009		A	83,040	02/27/2012	02/27/2019	Common Stock	83,040

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PASSERINI FILIPPO

ONE PROCTER AND GAMBLE PLAZA CINCINNATI, OH 45202

Chief Info and Global Svcs Ofc

Signatures

Jason P. Muncy, Attorney-in-Fact for FILIPPO PASSERINI

03/03/2009

**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) Employee stock option granted under Issuer's 2001 Stock 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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