

Grabowski Mary Theresa
 Form 3
 August 02, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | | |
|---|--|---|---|--|---|
| 1. Name and Address of Reporting Person * Â Grabowski Mary Theresa (Last) (First) (Middle) ONE PROCTER & GAMBLE PLAZA (Street) CINCINNATI, Â OH Â 45202 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 08/01/2018 | 3. Issuer Name and Ticker or Trading Symbol PROCTER & GAMBLE Co [PG] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Human Resources Officer | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|---|---|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 1,468.538 | D | Â |
| Common Stock | 5,911.1172 | I | By Retirement Plan Trustee |
| Common Stock | 276 | I | Joseph H. Stagaman II Trust |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial |
|---------------------------------|---|--|---------------|--------------|----------------------------------|
|---------------------------------|---|--|---------------|--------------|----------------------------------|

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| (Instr. 4) | | | Derivative Security (Instr. 4) | | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | Ownership (Instr. 5) |
|-----------------------------|---------------------|--------------------|-----------------------------------|----------------------------------|---|--|----------------------------|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Stock Option (Right to Buy) | 02/28/2014 | 02/28/2021 | Common Stock | 16,712 | \$ 63.05 | D | Â |
| Stock Option (Right to Buy) | 02/28/2015 | 02/28/2022 | Common Stock | 19,049 | \$ 67.52 | D | Â |
| Stock Option (Right to Buy) | 02/28/2016 | 02/28/2023 | Common Stock | 26,631 | \$ 76.18 | D | Â |
| Stock Option (Right to Buy) | 02/28/2017 | 02/28/2024 | Common Stock | 30,539 | \$ 78.66 | D | Â |
| Stock Option (Right to Buy) | 02/27/2018 | 02/27/2025 | Common Stock | 30,577 | \$ 85.13 | D | Â |
| Stock Option (Right to Buy) | 02/28/2019 | 02/28/2026 | Common Stock | 37,481 | \$ 80.29 | D | Â |
| Stock Option (Right to Buy) | 02/28/2020 | 02/28/2027 | Common Stock | 38,427 | \$ 91.07 | D | Â |
| Stock Option (Right to Buy) | 02/28/2021 | 02/28/2028 | Common Stock | 32,970 | \$ 78.52 | D | Â |
| Series A Preferred Stock | Â ⁽¹⁾ | Â ⁽¹⁾ | Common Stock | 5,223.6123 | \$ ⁽²⁾ | I | By Retirement Plan Trustee |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Grabowski Mary Theresa ONE PROCTER & GAMBLE PLAZA CINCINNATI, OH 45202 | Â | Â | Â Chief Human Resources Officer | Â |

Signatures

/s/ Robert B. White, attorney-in-fact for Mary Theresa
Grabowski

08/02/2018

 **Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 held by Retirement Plan Trustees. If Officer terminates employment and elects distribution of shares, or, if after age 50 elects alternative investment within Plan, Preferred Stock converted/redeemed at specified conversion/exercise price.
- (2) Series A Preferred Stock allocated to Officer's Retirement Plan Account pursuant to formula award provisions.

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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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