

Edgar Filing: PROCTER & GAMBLE CO - Form 4

PROCTER & GAMBLE CO

Form 4

May 02, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person
 Richard L. Antoine
 One Procter and Gamble Plaza
 OH, Cincinnati 45202
2. Issuer Name and Ticker or Trading Symbol
 The Procter and Gamble Company (PG)
3. IRS or Social Security Number of Reporting Person (Voluntary)
 N/A
4. Statement for Month/Day/Year
 4/30/2003
5. If Amendment, Date of Original (Month/Day/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 () Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)
 Global Human Resources Officer
7. 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	2. Trans- action Date	2A. Exec- ution Date	3. Trans- action Code	3A. Deemed Execu- tion	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned Following Reported Trans(s)
Common Stock	4/30/ 2003		M		6000.0000	A 28.1877
Common Stock	4/30/ 2003		S		6000.0000	D 90.0000 14509.0000
Common Stock						34939.2706
Common Stock						1050.0000

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Con- version or Exer- cise Price of Deriva-	3. Trans- action	3A. Deemed Execu- tion	4. Trans- action	5. Number of De rivative Secu rities Acqui red(A) or Dis posed of(D)	6. Date Exer- cisable and Expiration Date(Month/ Day/Year) Date Expir	7. Title and Amount of Underlying Securities	8. P of vat Sec rit
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Security	(Month/Day/Year)	(Month/Day/Year)	Code	Amount	A/D	Exercise Date	Exercise Date	Title and Number of Shares
Series A Preferred Stock	2/9/30/02	2/02/03	A	105.9824	A	4/15/02	4/15/02	Common Stock 105.9824
Series A Preferred Stock	2/12/31/02	2/02/06	A	34.5884	A	4/15/02	4/15/02	Common Stock 34.5884
Series A Preferred Stock	2/3/31/02	2/03/07	A	35.9859	A	4/15/02	4/15/02	Common Stock 35.9859
Stock Option (right to buy)	\$28.1877	4/30/02	M	6000.0000	D	2/25/95	2/25/04	Common Stock 6000.00

Explanation of Responses:

1. By daughter, Shannon, as beneficiary of Trust.
2. Higher of \$13.75 or market price of Common Stock.
3. Series A Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for period 7/1/02 and 9/30/02.
4. 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.
5. Series A Preferred Stock allocated to officer's Retirement Plan account pursuant to Retirement Plan provisions.
6. Series A Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for the period 10/1/02 and 12/31/02.
7. Series A Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for the plan year 1/1/03 through 3/31/03.
8. Due to the spin-off of a portion of Issuer's business, reporting person's stock option exercise price was adjusted, pursuant to the anti-dilution provisions of Issuer's stock option plan, in order to preserve the pre-spin-off value of the option.

SIGNATURE OF REPORTING PERSON

Richard L. Antoine

/S/ RICHARD L. ANTOINE