

Edgar Filing: PROCTER & GAMBLE CO - Form 4

PROCTER & GAMBLE CO

Form 4

November 08, 2002

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

John E. Pepper

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)

4. Statement for Month/Year

11/6/2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(X) Director () 10% Owner () Officer (give title below) () Other

(specify below)

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. Transaction Date	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month
Common Stock	9/27/2002	G	V 2750	D 610223
Common Stock				914.6496 1
Common Stock				2236
Common Stock	11/6/2002	J	222750	D 2250

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

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Put or Call

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	Secur- ity	tive Date	Code	V	Amount	A/ D	Exer- cisa- ble	ation Date	Title and Number of Shares	
Series A Preferred Sto-ck	4	9/30/2002	A	V	74.0821	A	6		Common Stock	74.0821 7
		5								

Explanation of Responses:

1. Between 6/30/02 and 9/30/02, reporting person acquired 403.6337 shares of Common Stock under Issuer's Profit Sharing Trust and Employee Stock Ownership Plan.

2. On 11/6/02, for estate planning purposes, 99% of the partnership units of Pepper Investors LP were sold to an irrevocable trust over which reporting person has no beneficial ownership, in exchange for a note.

3. Reported securities are held by Pepper Investors LP, a partnership through which reporting person retains beneficial ownership.

4. Higher of \$13.75 or market price of Common Stock.

5. Series A Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for the plan year 7/1/01 through 6/30/02.

6. 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.

7. Series A Preferred Stock allocated to officer's Retirement Plan account pursuant to Retirement Plan provisions.