PROCTER & GAMBLE CO
Form 4
September 17, 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
   Clayton C. Daley, Jr.
   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/Year
   9/13/2002
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
   ( ) Director ( ) 10% Owner (X) Officer (give title below) ( ) Other
   (specify below)
   Chief Financial 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. Transaction Date	3. Transaction Code	V	4.Securities Acquired (A) or Disposed of (D) Amount	A/D	Price	5.Amount of Securities Beneficially Owned at End of Month
Common Stock	8/1/ 2002	A	V	1110	A	1	
Common Stock 1	9/13/2002	A		4680	A		
Common Stock 1	9/13/2002	A		2287	A		49429
Common Stock							92
Common Stock							22029.4707 2

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

1.Title of Derivative Security	2.Con- version	3. Transaction	4.	5.Number of De rivative Secu	6.Date Exer cisable and	7.Title and Amount of Underlying	8.P of

	or Exercise Price of Derivative Security	Date	Code	V	rities Acquired (A) or Disposed of (D) Amount	A/D	Expiration Date (Month/Day/Year) Date Exercisable	Expiration Date	Securities Title and Number of Shares		vat Sec rit
Series A Preferred Stock	3	9/30/2001 4	A	V	124.6825	A	5		Common Stock	124.6825	6
Series A Preferred Stock	3	12/31/2001 7	A	V	31.6419	A	5		Common Stock	31.6419	6
Series A Preferred Stock	3	3/31/2002 8	A	V	29.5497	A	5		Common Stock	29.5497	6
Series A Preferred Stock	3	6/30/2002 9	A	V	77.2667	A	5		Common Stock	77.2667	6
Stock Option (right to buy)	91.325	9/13/2002	A		54750	A	9/13/05	9/13/12	Common Stock	54750	10

Explanation of Responses:
1. Shares awarded pursuant to Issuer's 2001 Stock Plan.
2. Between 7/1/01 and 6/30/02, reporting person acquired 906.6835 shares of Common Stock under Issuer's Profit Sharing Trust and Employee Stock Ownership Plan.
3. Higher of $13.75 or market price of Common Stock.
4. Series A Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for period 7/1/01 and 9/30/01.
5. Series A Preferred held by Retirement Plan Trustees. If officer terminates employment or after age 50 elects alternative investment with Retirement Plan, Preferred Stock converted/redeemed at specified conversion/exercise price.
6. Series A Preferred Stock allocated to officer's Retirement Plan account pursuant to Retirement Plan provisions.
7. Series A Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for period 10/1/01 and 12/31/01.
8. Series A Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for the period 1/1/02 and 3/31/02.
9. Series A. Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for the period 4/1/02 and 6/30/02
10. Employee stock option granted under Issuer's 2001 Stock Plan.