

PROCTER &amp; GAMBLE CO

Form 4

February 22, 2005

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

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

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ANTOINE RICHARD L

(Last) (First) (Middle)

ONE PROCTER AND GAMBLE  
PLAZA

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

PROCTER &amp; GAMBLE CO [PG]

3. Date of Earliest Transaction  
(Month/Day/Year)

02/17/2005

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Global Human Resources Officer

6. 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common<br>Stock                       | 11/04/2004                              |   | G                                    | 980   | D \$ 0   | 74,529  | D   |
| Common<br>Stock                       | 02/17/2005                              |   | M                                    | 19,000<br>(1)   | A \$<br>20.2962  | 93,529  | D   |
| Common<br>Stock                       | 02/17/2005                              |   | S                                    | 800   | D \$ 53.32   | 92,729  | D   |
| Common<br>Stock                       | 02/17/2005                              |   | S                                    | 18,200  | D \$ 53.3  | 74,529  | D   |
| Common<br>Stock                       |   |   |                                      |   |  | 71,218.5805   | I   |
|                                       |   |   |                                      |   |  |   | By<br>Retirement<br>Plan  |

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|                 |       |   |                      |
|-----------------|-------|---|----------------------|
| Common<br>Stock | 2,100 | I | Trust <sup>(2)</sup> |
|-----------------|-------|---|----------------------|

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |            | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|---|--|---|---|--------------------------------------|--|--|------------|---|--------------------|-----------------|-------------------------------------|
|   |  |   |   | Code                                 | V  | (A)  | (D)        | Date<br>Exercisable   | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option<br>(right to<br>buy)                | \$ 20.2962   | 02/17/2005                              |   | M                                    |  | 19,000   | <u>(1)</u> | 02/28/1997  | 03/01/2006         | Common<br>Stock | 19,000                              |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships  |
|---|--|
| ANTOINE RICHARD L<br>ONE PROCTER AND GAMBLE PLAZA<br>CINCINNATI, OH 45202 | Director 10% Owner Officer Other<br>Global Human<br>Resources<br>Officer |

## Signatures

Adam Newton as  
Attorney-in-Fact 02/22/2005

                     \*\*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) Shares adjusted for 2-for-1 stock split effective May 21, 2004.

(2) By daughter, Shannon, as beneficiary of Trust.

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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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