#### Edgar Filing: PROCTER & GAMBLE CO - Form 5

PROCTER & GAMBLE CO Form 5 August 15, 2005 FORM 5

1(b).

Form 4

(Last)

**PLAZA** 

#### **OMB APPROVAL** OMB UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations **OWNERSHIP OF SECURITIES** response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Transactions Reported 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer LAFLEY ALAN G Symbol PROCTER & GAMBLE CO [PG] (Check all applicable) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) \_X\_ Director 10% Owner Other (specify \_\_X\_\_ Officer (give title 06/30/2005 below) below) ONE PROCTER AND GAMBLE COB, Pres. and Chief Executive (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

### CINCINNATI, OHÂ 45202

\_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securi (A) or Di (Instr. 3, Amount	ispose 4 and (A) or	d of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	02/15/2005	Â	F4	32 (1)	D	\$ 53.165	558,146.967	D	Â	
Common Stock	05/16/2005	Â	F4	34 <u>(1)</u>	D	\$ 55.045	558,112.967 (2)	D	Â	
Common Stock	Â	Â	Â	Â	Â	Â	41,827.2049	I	By Retirement Plan Trustees	
	Â	Â	Â	Â	Â	Â	715.096	Ι	By son	

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Common Stock							
Common Â Stock	Â	Â	Â	Â	6,158	Ι	By Trust (3)

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

Persons who respond to the collection of information<br/>contained in this form are not required to respond unless<br/>the form displays a currently valid OMB control number.SEC 2270<br/>(9-02)

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

 (e.g., puts, calls, warrants, options, convertible securities)

	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or	Expiration D (Month/Day/		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	of D Sa B O E	
(1150.0)	Derivative		(monur Duj/ rour)	(mour o)	Securities Acquired					(1150.5)	B O E
					Disposed of (D)						Is Fi
					(Instr. 3, 4, and 5)						(I
									Amount		
					(A) (D)	Date Exercisable	Expiration Date	Title	or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
I G G G G G G G G G G G G G G G G G G G	Director	10% Owner	Officer	Other				
LAFLEY ALAN G ONE PROCTER AND GAMBLE PLAZA CINCINNATI, OH 45202	ÂX	Â	COB, Pres. and Chief Executive	Â				
Signatures								
ADAM NEWTON as Attorney-In-Fact for A Lafley	Alan G.	0	8/15/2005					
<u>**</u> 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) The Issuer inadvertently failed to report the automatic conversion of restricted stock units to withhold for taxes due upon divid end equivalents granted in the form of RSUs on February 15 and May 16, 2005.
- Total reflects grant of dividend equivalents in the form of RSUs on November 15, 2004, February 15, 2005 and May 16, 2005, pursua nt to Issuer's 2001 Stock and Incentive Compensation Plan.

(3)

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By A.G. Lafley Irrevocable Trust II U/A dated March 8, 1999, Margaret G. Lafley, trustee, for benefit of reporting person's wife and children.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.