PROCTER & GAMBLE CO

Form 5

August 15, 2005

OMB APPROVAL FORM 5 **OMB**

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

Check this box if no longer subject to Section 16. ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form 5 obligations

Expires: 2005 Estimated average burden hours per OWNERSHIP OF SECURITIES response... 1.0

Number:

3235-0362

January 31,

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). 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

Form 4

may continue.

Transactions Reported

1. Name and Ad	*	ting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	PROCTER & GAMBLE CO [PG] 3. Statement for Issuer's Fiscal Year Ended				
			(Month/Day/Year)	X Director 10% Owner			
ONE PROCTER AND GAMBLE PLAZA			06/30/2005	X Officer (give title Other (specify below) 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

(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 D (Instr. 3,	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 (1)	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	I	By son

Common Stock

Common \hat{A} \hat{A}

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 2270

(9-02)

9. of D So

E:

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	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 Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

LAFLEY ALAN G

ONE PROCTER AND GAMBLE PLAZA X GOB, Pres. and Chief Executive A CINCINNATI, OHÂ 45202

Signatures

ADAM NEWTON as Attorney-In-Fact for Alan G.
Lafley

08/15/2005

**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) 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.
- (2) 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)

Reporting Owners 2

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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.