

PROCTER & GAMBLE CO
Form 3/A
October 14, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
KILTS JAMES M		(Month/Day/Year)	PROCTER & GAMBLE CO [PG]	
(Last)	(First)	(Middle)	10/11/2005	
ONE PROCTER AND GAMBLE PLAZA			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	10/11/2005
CINCINNATI, OH 45202			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Vice-COB-Gillette	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	39,827.8725 ⁽¹⁾	D	^
Common Stock	682.5 ⁽¹⁾	I	By Daughter
Common Stock	1,603.7775 ⁽¹⁾	I	By Savings Plan Trust-401(K)
Common Stock	97.5 ⁽¹⁾	I	By Son
Common Stock	28,542.15 ⁽¹⁾	I	The Atlas Heritage Foundation

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

SEC 1473 (7-02)

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.

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

Edgar Filing: PROCTER & GAMBLE CO - Form 3/A

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small>		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Supplemental Svgs Plan Units	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	8,043.555 <u>(3)</u>	\$ <u>(4)</u>	D	Â
Stock Option (right to buy)	06/19/2004	06/18/2013	Common Stock	975,000 <u>(5)</u>	\$ 33.2103	D	Â
Stock Option (right to buy)	01/19/2001	01/18/2011	Common Stock	1,950,000 <u>(5)</u>	\$ 35.0359	D	Â
Stock Option (right to buy)	06/21/2002	06/20/2011	Common Stock	623,402 <u>(5)</u>	\$ 28.9846	D	Â
Stock Option (right to buy)	06/20/2003	06/19/2012	Common Stock	682,500 <u>(5)</u>	\$ 36.4923	D	Â
Stock Option (right to buy)	01/19/2005	01/01/2014	Common Stock	975,000 <u>(5)</u>	\$ 37.2513	D	Â
Stock Option (right to buy)	06/17/2005	06/16/2014	Common Stock	975,000 <u>(5)</u>	\$ 44.2051	D	Â
Stock Option (right to buy)	06/16/2006	06/15/2015	Common Stock	780,000 <u>(5)</u>	\$ 23.2923	D	Â
Stock Option (right to buy)	Â <u>(6)</u>	10/06/2015	Common Stock	1,000,000	\$ 56.625	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KILTS JAMES M ONE PROCTER AND GAMBLE PLAZA CINCINNATI, OH 45202	Â X	Â	Â Vice-COB-Gillette	Â

Signatures

CAROL S. FISCHMAN as Attorney-in-Fact for James M.
Kilts

10/14/2005

**Signature of Reporting Person
Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) These shares were acquired pursuant to the merger agreement between Issuer and The Gillette Company, wherein Reporting Person received .975 shares of Issuer stock for each share of Gillette stock.

Edgar Filing: PROCTER & GAMBLE CO - Form 3/A

- (2) Allocated to the accounts of participants since 8-15-1996 under Gillette's Supplemental Savings Plan - an excess benefit plan within the definition of Rule 16b(3). These transactions are exempt under Rule 16b.
- (3) These stock units were acquired pursuant to the merger agreement between Issuer and The Gillette Company, wherein Reporting Person received .975 stock units of Issuer for each stock unit of Gillette.
- (4) 1-for-1
- (5) Option assumed by Issuer pursuant to merger agreement between Issuer and The Gillette Company and replaced with option to purchase Issuer shares at exchange ratio of .975 shares of Issuer stock for each share of Gillette stock.
- (6) This option becomes exercisable as to 500,000 shares on October 6, 2006 and becomes exercisable as to the remaining 500,000 shares on October 6, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space 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.