## Edgar Filing: PROCTER & GAMBLE CO - Form 4

PROCTER &	& GAMBLE CO											
Form 4												
February 17,	, 2006											
FORM	14						OMB APPROVAL					
UNITED STATES SECUR				RITIES AND EXCHANGE COMMISSION shington, D.C. 20549					OMB Number:	3235-0287		
Check this box if no longer subject to STATEMENT OF CHAN									Expires:	January 31,		
				GES IN BENEFICIAL OWNE				NERSHIP OF	Estimated a	2005		
Section 1		S							burden hours per			
Form 4 c									response 0.			
Form 5 obligatio	<b>m</b> o <b>*</b>						•	e Act of 1934,				
may cont				•	•	· ·	•	f 1935 or Sectior	1			
See Instr	uction	30(n)	of the In	vestment	Compar	iy Ac	ct of 194	FO				
1(b).												
(Print or Type ]	Responses)											
1. Name and Address of Reporting Person *2. IssuerCLOYD G GILBERTSymbol				r Name <b>and</b> Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer				
			-	FER & GAMBLE CO [PG]								
							10]	(Check all applicable)				
(Last)	(First) (M	(liddle)		f Earliest Tr	ansaction			Director	10%	Owner		
C/O THE PROCTER & GAMBLE 02/15/20				Day/Year) 2006				X Officer (give title Other (specify				
COMPANY,, ONE PROCTER &				000				below) below) Chief Technology Officer				
GAMBLE I	PLAZA							Chief Te	chilology Offic			
	(Street)		4. If Ame	endment, Da	te Origina	1		6. Individual or Jo	int/Group Filin	g(Check		
				Ionth/Day/Year)				Applicable Line)				
								_X_ Form filed by O				
CINCINNA	TI, OH 45202							Form filed by M Person	ore than One Re	porting		
(City)	(State)	(Zip)	Tabl	le I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of	2. Transaction Date	2A. Deen	ned	3.	4. Securi			5. Amount of	6.	7. Nature of		
Security	(Month/Day/Year)	Executior	n Date, if	Transactio		•		Securities	Ownership	Indirect		
(Instr. 3)		any (Month/Day/Year)		Code (Instr. 3, 4 and 5) (Instr. 8)				Beneficially Owned	Form: Direct E (D) or C	Beneficial Ownership		
(Hohti, Day) (Cal)			(111511.0)				Following	Indirect (I)	(Instr. 4)			
						(A)		Reported	(Instr. 4)			
						or		Transaction(s) (Instr. 3 and 4)				
C				Code V	Amount	(D)	Price					
Common Stock	02/15/2006			F	15 <u>(1)</u>	D	\$ 59.98	234,939.601 (2)	D			
STOCK							59.90	<u> </u>				

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.

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

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Tit	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	Expiration Date		unt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	/Year)	Unde	rlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secu	rities	(Instr. 5)	Bene
	Derivative				Securities			(Instr	. 3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	Title	0ľ Numbor		
						Exercisable	Date	Title	Number of		
				Code V	$(\Lambda)$ $(D)$						
				Code V	(A) (D)				Shares		
Repo	rtina O	wners									

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Reporting Owner Name / Address	Relationships					
r g g g g g g g g g g g g g g g g g g g	Director	10% Owner	Officer	Other		
CLOYD G GILBERT C/O THE PROCTER & GAMBLE COMPANY, ONE PROCTER & GAMBLE PLAZA CINCINNATI, OH 45202			Chief Technology Officer			
Signatures						
/s/Adam Newton as Attorney-in-Fact for G. Gilber Cloyd	ť	02/17/20	006			
<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).
- Automatic conversion of Restricted Stock Units (RSUs) to withhold for taxes due upon dividend equivalents granted in the form of RSUs (1) on February 15, 2006.
- Total includes grant of 396.011 dividend equivalents in the form of RSUs on February 15, 2006, pursuant to Issuer's 2001 Stock and (2) Incentive Compensation Plan.

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.