

PROCTER & GAMBLE CO
Form 4
May 21, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
PASSERINI FILIPPO

(Last) (First) (Middle)

**ONE PROCTER AND GAMBLE
PLAZA**

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PROCTER & GAMBLE CO [PG]

3. Date of Earliest Transaction
(Month/Day/Year)
05/20/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Info and Global Svcs Ofc

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/20/2008		M		1,766	A	\$ 0
Common Stock	05/20/2008		M		604	A	\$ 0
Common Stock	05/20/2008		F		1,205	D	\$ 66.27
Common Stock	05/20/2008		F		188	D	\$ 66.27
Common Stock	05/20/2008		F		314	D	\$ 66.27
Common Stock	05/20/2008		F		39,721.237	D	
Common Stock	05/20/2008		F		40,325.237	D	
Common Stock	05/20/2008		F		39,120.237	D	
Common Stock	05/20/2008		F		38,932.237	D	
Common Stock	05/20/2008		F		38,618.237	D	

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Common Stock	05/20/2008	F	77	D	\$ 66.27	38,541.237	D	
Common Stock						367	I	By son Emanuele
Common Stock						367	I	By daughter Chiara
Common Stock						367	I	By daughter Marta
Common Stock						2,460.8967	I	By Retirement Plan Trustees

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

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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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 45.2129	05/20/2008		M	1,766	07/09/1999 07/09/2008	Common Stock	1,766
Stock Option (Right to Buy)	\$ 34.3767	05/20/2008		M	604	09/16/1999 09/16/2008	Common Stock	604

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer

Other

PASSERINI FILIPPO
ONE PROCTER AND GAMBLE PLAZA
CINCINNATI, OH 45202

Chief Info and Global Svcs Ofc

Signatures

Jason P. Muncy, Attorney-in-Fact for FILIPPO
PASSERINI

05/21/2008

__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).

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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