#### PROCTER & GAMBLE CO

Form 4

August 07, 2008

## FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

Estimated average

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Nagrath Moheet			2. Issuer Name and Ticker or Trading Symbol PROCTER & GAMBLE CO [PG]					5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle)				3. Date of Earliest Transaction					(Check all applicable)			
ONE PROCTER AND GAMBLE PLAZA			(Month/Day/Year) 08/07/2008					Director 10% Owner _X_ Officer (give title Other (specify below)  Global Human Resources Officer				
1				4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
CINCINNA	ATI, OH 45202							Person	,			
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secui	rities A	cquired, Disposed	l of, or Benefic	ially Owned		
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ar) Execution	emed on Date, if /Day/Year)	3. Transactic Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	d (A) o	<b>)</b> )	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock	08/07/2008			A	810	A	<u>(1)</u>	5,331.683	D			
Common Stock								60	I	By MN Rev Trust (2)		
Common Stock								5,252.9755 (3)	I	By Retirement Plan		

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 (9-02)

Trustees

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

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 Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date		Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	,		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)					(Instr	
					(Instr. 3,						Ì
					4, and 5)						
									Amount		
						Date	Expiration Date	Title Nun of	or		
						Exercisable			Number		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Nagrath Moheet
ONE PROCTER AND GAMBLE PLAZA
CINCINNATI, OH 45202

Resources Officer

Global Human

## **Signatures**

/s/ Jason P. Muncy, Attorney-In-Fact for MOHEET NAGRATH

08/07/2008

Date

\*\*Signature of Reporting Person

ture of Reporting Person

### **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) Award in the form of Restricted Stock Units. Amount and price computed per benefit formula for plan year ended June 30, 2008.
- (2) By M. Nagrath Revocable Trust dated 5/17/2000.
- (3) Holdings as of 6/30/08.

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.

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