PROCTER & GAMBLE CO

Form 4

October 14, 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

Number: January 31, 2005

OMB APPROVAL

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

2. Issuer Name and Ticker or Trading

PROCTER & GAMBLE CO [PG]

Symbol

response... 0.5

Estimated average

burden hours per

5. Relationship of Reporting Person(s) to

Issuer

See Instruction 1(b).

(Print or Type Responses)

LAFLEY ALAN G

1. Name and Address of Reporting Person *

			TROCI	LICC	· O _I	MIDLL	CO	10]	(Ch	eck all applical	ole)		
(Last)	(First)	(Middle)	3. Date o			ansaction							
·				Month/Day/Year) 10/10/2008					X Director X Officer (g		0% Owner ther (specify		
PLAZA	CIERTIND C	THILDEL	10/10/2	000					below)	below) COB and CEO			
	(Street)					te Origina	1		6. Individual or	Joint/Group Fi	ling(Check		
			Filed(Mo	nth/Day/	Year)			Applicable Line) _X_ Form filed b	v One Reporting	Person		
CINCINNATI, OH 45202									Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tab	le I - No	on-D	erivative	Secur	ities A	cquired, Disposed	of, or Benefic	ially Owned		
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Yo	ear) Execution	emed ion Date, if /Day/Year)	3. Transa Code (Instr.		4. Securion Acquired Disposed (Instr. 3,	(A) o l of (D))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common				Code	V	Amount	(D)	Price	(Instr. 3 and 4)				
Common Stock	10/10/2008			G	V	175	D	\$0	869,234.505	D			
Common Stock									598.7193	I	By Retirement Plan Trustees		
Common Stock									715.096	I	By Son		
Common Stock									6,158	I	By Trust (1)		

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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 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	tionNumber	Expiration D	ate	Amou	nt of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)) Derivative	e		Securi	ties	(Instr. 5)	
	Derivative				Securities			(Instr.	3 and 4)		
	Security				Acquired						
					(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
									of		
				Code V	I(A)(D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

LAFLEY ALAN G

ONE PROCTER AND GAMBLE PLAZA X COB and CEO

CINCINNATI, OH 45202

Signatures

/s/Jason P. Muncy, Attorney-In-Fact for ALAN G.
LAFLEY
10/13/2008

**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).
- (1) By A. G. Lafley Irrevocable Trust II U/A dated March 8, 1999 for benefit of reporting person's children.

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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