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

PROCTER &	CAMBLE CO										
Form 4											
December 10	, 2008										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							ONID	3235-0287			
Check this	s box	V	vasnington,	D.C. 20:	549			Number:	January 31,		
if no longer while the STATEMENT OF CHANGES IN BENEFICIAL OWNER						NFRSHIP OF	Expires:	2005			
subject to Section 16									Estimated average		
Form 4 or			Sheen					burden hou response	•		
Form 5	Filed purs	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,							0.0		
obligation may contin	$^{18}$ Section 17(a)						of 1935 or Section	on			
See Instru		30(h) of the	Investment	Compan	y Act	t of 19	40				
1(b).											
	<b>`</b>										
(Print or Type R	esponses)										
1 Name and Ac	ddress of Reporting P	erson <sup>*</sup> 2 ta	wan Nama and	Tielten en '	Tuodin	~	5. Relationship o	f Reporting Per	son(s) to		
1. Name and Address of Reporting Person *       2. Issuer Name         MCNERNEY W JAMES JR       Symbol					naum	lg	Issuer				
MCNERNEY W JAMES JR Symbol PROCTER & GAMBLE CO [PG]											
(Lost)	(First) (M						(Check all applicable)				
(Last) (First) (Middle) 3. Date of Earlie (Month/Day/Yea							X Director	or 10% Owner			
BOEING W	/2008			Officer (give title Other (specify							
HEADQUARTERS, 100 NORTH							below) below)				
RIVERSIDE											
(Street) 4. If Amen				ndment, Date Original			6. Individual or Joint/Group Filing(Check				
Filed(Mont				-			Applicable Line)				
_X_ Form filed by C							One Reporting Person				
CHICAGO,	IL 60606						Person	More than One Ro	eporting		
(City)	(State) (2	Zip) T	abla I Non F	Aprivativa (	Socuri	tion A a	quired, Disposed o	or Ronoficia	lly Ownod		
1 77'41 (						ues Au			•		
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date	3. if Transacti	4. Securi		or	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect		
(Instr. 3)	(infondi, Duy, Tour)	any	Code	TransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)			Beneficially	(D) or Indirect (I)	Beneficial Ownership		
		(Month/Day/Ye	ar) (Instr. 8)				Owned				
							Following Reported	(Instr. 4)	(Instr. 4)		
					(A)		Transaction(s)				
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common	12/00/2000					\$ 0	00 7(4 400 (2)	D			
Stock	12/09/2008		А	594	А	(1)	22,764.409 <u>(2)</u>	D			

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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	1		Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
r	Director	10% Owner	Officer	Other			
MCNERNEY W JAMES JR BOEING WORLD HEADQUARTERS 100 NORTH RIVERSIDE CHICAGO, IL 60606	Х						
Signatures							
/s/ Jason P. Muncy, attorney-in-fact for M McNerney	⁄Ir.	12/10/2008					
<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).
- (1) Shares received pursuant to the 2003 Non-Employee Directors' Stock Plan.
- (2) Total reflects grant of dividend equivalents in the form of RSUs on November 14, 2008, pursuant to Issuer's 2003 Non-Employee Dir ectors' Stock 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.