Steele Robert Allan Form 4 September 16, 2010

FORM 4

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

OMB APPROVAL
OMB

Washington, D.C. 20549

Number: 3235-0287 Expires: January 31,

if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires. 2005
Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Ado Steele Robert	*	ting Person *	2. Issuer Name and Ticker or Trading Symbol PROCTER & GAMBLE CO [PG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
ONE PROCTER AND GAMBLE PLAZA (Street)			(Month/Day/Year) 09/14/2010	Director 10% Owner _X Officer (give title Other (specify below) Vice Chair-Global H and WB		
			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)		
CINCINNATI, OH 45202			T Hed (Monun Day) Teat)	_X_ Form filed by One Reporting Person Form filed by More than One Reportin Person		

(City)	(State)	(Zip) Tab	ole I - Non-	Derivativ	e Secı	ırities Acq	uired, Disposed o	f, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/14/2010		Code V F	Amount 3,220 (1)	(D)	Price \$ 60.645	(Instr. 3 and 4) 107,052.974	D	
Common Stock	09/15/2010		A	7,511 (2)	A	\$0	114,563.974	D	
Common Stock	09/15/2010		F	461 (3)	D	\$ 60.97	114,102.974	D	
Common Stock							17,835.8204	I	By Retirement Plan Trustees

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

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SEC 1474 (9-02)

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 61.11	09/15/2010		A	19,485	09/15/2013	09/15/2020	Common Stock	19,485

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Steele Robert Allan ONE PROCTER AND GAMBLE PLAZA CINCINNATI, OH 45202

Vice Chair-Global H and WB

Signatures

/s/ Kenneth L. Blackburn, Attorney-in-Fact for ROBERT A. STEELE

09/16/2010

**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 withheld to cover taxes upon the vesting of Restricted Stock Units (RSUs) granted on 9/14/07.
- (2) RSUs awarded pursant to Issuer's 2009 Stock and Incentive Compensation Plan.
- (3) RSUs withheld to cover taxes on 9/15/10 award of RSUs under the Issuer's 2009 Stock and Incentive Compensation Plan.
- (4) Employee stock option granted pursuant to Issuer's 2009 Stock and 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.

Reporting Owners 2