

PROCTER &amp; GAMBLE Co

Form 4

August 07, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Majoras Deborah P

(Last) (First) (Middle)

ONE PROCTER & GAMBLE  
PLAZA

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

PROCTER &amp; GAMBLE Co [PG]

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

08/06/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Chief Legal Officer &amp; Secy

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 08/06/2015                              |                                                             | M                                    | 35 A                                                                    | \$<br>75.62                                                                                                        | 32,451.126 D                                                            |                                                                   |
| Common<br>Stock                       | 08/06/2015                              |                                                             | F                                    | 35 D                                                                    | \$<br>75.62                                                                                                        | 32,416.126 D                                                            |                                                                   |
| Common<br>Stock                       | 08/06/2015                              |                                                             | M                                    | 36 A                                                                    | \$<br>75.62                                                                                                        | 32,452.126 D                                                            |                                                                   |
| Common<br>Stock                       | 08/06/2015                              |                                                             | F                                    | 36 D                                                                    | \$<br>75.62                                                                                                        | 32,416.126 D                                                            |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 992.8951 <u>(1)</u>                                                                                                | I                                                                       | By<br>Retirement<br>Plan                                          |

Trustees

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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price<br>of<br>Derivative<br>Security<br>(Instr. 3) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                                  | (A)                                                            | (D)                                                                 | Amount<br>or<br>Number<br>of<br>Shares                 |
| Restricted<br>Stock<br>Units                        | (2)                                                                | 08/06/2015                              |                                                             | A                                    |                                                                                                                    | 530                                                            | (3) (3)                                                             | Common<br>Stock 530 \$ 0                               |
| Restricted<br>Stock<br>Units                        | (2)                                                                | 08/06/2015                              |                                                             | M                                    |                                                                                                                    | 35                                                             | (3) (3)                                                             | Common<br>Stock 35 (4)                                 |
| Restricted<br>Stock<br>Units                        | (2)                                                                | 08/06/2015                              |                                                             | A                                    |                                                                                                                    | 550                                                            | (3) (3)                                                             | Common<br>Stock 550 \$ 0                               |
| Restricted<br>Stock<br>Units                        | (2)                                                                | 08/06/2015                              |                                                             | M                                    |                                                                                                                    | 36                                                             | (3) (3)                                                             | Common<br>Stock 36 (4)                                 |

## Reporting Owners

| Reporting Owner Name / Address                                          | Relationships                    |
|-------------------------------------------------------------------------|----------------------------------|
|                                                                         | Director 10% Owner Officer Other |
| Majoras Deborah P<br>ONE PROCTER & GAMBLE PLAZA<br>CINCINNATI, OH 45202 | Chief Legal Officer & Secy       |

## Signatures

/s/ Sandra T. Lane, Attorney-In-Fact for DEBORAH P.  
MAJORAS

08/07/2015

\_\_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) Reflects adjustment to PST for period 4/1/2015-6/30/2015.
- (2) Retirement award in the form of Restricted Stock Units which represent a contingent right to receive P&G common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2015.
- (3) These units deliver in shares or cash settlement on retirement from the Company, unless delivery is deferred or such shares are contributed to reporting person's deferred compensation account.
- (4) Converted on 8/6/2015 to common stock to cover taxes withheld on grant of Restricted Stock Units.

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.