PROCTER & GAMBLE CO

Form 4 May 22, 2008

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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

5. Relationship of Reporting Person(s) to

Issuer

January 31,

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

Jemison Steven W

1. Name and Address of Reporting Person *

		PRO	ROCTER & GAMBLE CO [PG]	(Check all applicable)				
(Last) (First) (Middle) ONE PROCTER AND GAMBLE PLAZA		(Mor	Date of Earliest Transaction Ionth/Day/Year) 5/22/2008	Director 10% Owner X Officer (give title Other (specify below) Chief Legal Officer		0% Owner ther (specify		
(Street)			If Amendment, Date Original ed(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				
CINCINNATI, OH 45202				Person				
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) 05/22/2008	e 2A. Deemed Execution Date, any (Month/Day/Yea	Code (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 8,974.575 (1)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock			05.071	13.841	I	By daughter Steffani		
Common Stock				1	I	By son Philip		
Common Stock				200.724	I	By SW Jemison and PL McCallum		

Revocable

Edgar Filing: PROCTER & GAMBLE CO - Form 4

 $\begin{array}{c} \text{Trust} \\ \text{Common} \\ \text{Stock} \end{array} \qquad \begin{array}{c} \text{By} \\ \text{Retirement} \\ \text{Plan} \\ \text{Trustees} \end{array}$

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 Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title an Amount o		8. Price of Derivative	9. Nu Deriv
Security	or Exercise	• •	any	Code	of	(Month/Day/	Year)	Underlyin	ng S	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	((Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 an	nd 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Am	nount		
						Date	Evaluation	or			
							Expiration Date	Title Nu	mber		
						Lacicisable	Date	of			
				Code V	(A) (D)			Sha	ares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Jemison Steven W ONE PROCTER AND GAMBLE PLAZA CINCINNATI, OH 45202			Chief Legal Officer			

Signatures

/s/ Jason P. Muncy, Attorney-In-Fact for STEVEN W.
JEMISON 05/22/2008

**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) Total includes grant of dividends equivalents in the form of RSUs on 5/15/2008 pursuant to Issuer's 2001 Stock Incentive Compensation Plan.

Reporting Owners 2

Edgar Filing: PROCTER & GAMBLE CO - Form 4

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.