PASSERINI FILIPPO

Form 4

October 27, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average burden hours per

response...

Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

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

1(b).

(Print or Type Responses)

PASSERINI FILIPPO

1. Name and Address of Reporting Person *

See Instruction

								(Check all applicable)				
(Last) (First) (Middle)			3. Date of	3. Date of Earliest Transaction								
			(Month/D	(Month/Day/Year)				Director	1	10% Owner		
ONE PROCTER AND GAMBLE			09/30/20	09/30/2008					_X_ Officer (give title Oth			
PLAZA				0)/120/12000					below) below)			
						Chief Info and Global Svcs Ofc						
	4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check						
	Filed(Mon	Filed(Month/Day/Year)				Applicable Line)						
, ,								_X_ Form filed by One Reporting Person				
CINCINNA	TI, OH 45202					Form filed by More than One Reporting						
Pelson												
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of	2. Transaction I	Date 2A. De	emed	3.	4. Securit	ies		5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Ye	ar) Execut	ion Date, if	Transactio	(A) or		Securities	Form: Direct				
(Instr. 3) any				Code	Disposed	of (D)		Beneficially	(D) or	Beneficial		
		(Month	/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership		
								Following	(Instr. 4)	(Instr. 4)		
						(A)		Reported				
						(A)		Transaction(s)				
				Code V	Amount	or (D) Pr	ice	(Instr. 3 and 4)				
				Code v	Amount	(D) 11	ice			D.		
~								20172071		By		
Common								3,015.3971	I	Retirement		
Stock								<u>(1)</u>	1	Plan		
										Trustees		
Common								367	I	By daughter		
Stock								307	1	Chiara		
Common								367	I	By daughter		
Stock								307	1	Marta		
~										_		
Common								367	I	By son		
Stock								501	1	Emanuele		
								10.669.204	Ъ			
								40,668.204	D			

Edgar Filing: PASSERINI FILIPPO - Form 4

Common Stock

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. Transac Code (Instr. 8		5. Number of nDerivative Securities 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
Series A Preferred Stock	\$ 0 (2)	09/30/2008(3)		A	V	265.3781		<u>(4)</u>	<u>(4)</u>	Common Stock	265.3781

Reporting Owners

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

PASSERINI FILIPPO ONE PROCTER AND GAMBLE PLAZA CINCINNATI, OH 45202

Chief Info and Global Svcs Ofc

10/24/2008

Signatures

Jason P. Muncy, Attorney-in-Fact for FILIPPO **PASSERINI**

> **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) Balance as of 9/30/08.
- (2) Higher of \$6.82 (adjusted for 2-for-1 stock split effective May 21, 2004) or market price of Common Stock.
- Series A Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for the period 7/1/08 through 9/30/08.

Reporting Owners 2

Edgar Filing: PASSERINI FILIPPO - Form 4

- (4) Shares held by Retirement Plan Trustees. If officer terminates employment and elects distribution of shares, or, if after age 50 elects alternative investment within Plan, Preferred Stock converted/redeemed at specified conversion/exercise price.
- (5) Series A Preferred Stock allocated to officer's Retirement Plan account pursuant to Retirement Plan provisions.

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.