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PROCTER & Form 4	GAMBLE CO											
June 10, 2009	1											
								OMB A	PPROVAL			
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287			
Check this if no longe subject to Section 16 Form 4 or Form 5	er STATEM	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,								Expires: January 31, 2005 Estimated average burden hours per response 0.5		
obligations may continue. See Instruction 1(b).												
(Print or Type Ro	esponses)											
1. Name and Ac COOK SCO	2. Issuer Name and Ticker or Trading Symbol PROCTER & GAMBLE CO [PG]					5. Relationship of Reporting Person(s) to Issuer						
(1 +)				JU [I	0]	(Check all applicable)						
(Last) (First) (Middle) 2632 MARINE WAY, MS 2475			3. Date of Earliest Transaction (Month/Day/Year) 06/09/2009					XDirector10% Owner Officer (give titleOther (specify below)below)				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 				
MOUNTAIN	VIEW, CA 940)43						Form filed by Person	More than One Ro	eporting		
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecuri	ties Ac	quired, Disposed o	of, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)	any		med on Date, if Day/Year)	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)))	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				
Common Stock	06/09/2009			A	516	A	\$ 0 (1)	22,703.646 <u>(2)</u>	D			
Common Stock								32,000	I	By Family Trust <u>(3)</u>		
Common Stock								478.764 <u>(4)</u>	Ι	By Spouse		

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

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 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. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day/ e	6. Date Exercisable and Expiration Date (Month/Day/Year)		le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Relationships							
Other							
06/10/2009							

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 May 15, 2009, pursuant to Issuer's 2003 Non-Employee Directors' Stock Plan.
- (3) Scott D. Cook and Helen Signe Ostby, Trustees, for the Scott D. Cook and Helen Signe Ostby 1993 Family Trust.
- (4) Balance includes shares acquired through Issuer's dividend reinvestment 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.