

PROCTER & GAMBLE Co  
Form FWP  
August 08, 2013

Filed Pursuant Rule 433

Registration Statement No. 333-177762

August 8, 2013

**Pricing Term Sheet**

**\$1,000,000,000**

**The Procter & Gamble Company**

**3.100% Notes due August 15, 2023**

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| <b>Issuer:</b>                             | The Procter & Gamble Company   |
| <b>Aggregate Principal Amount Offered:</b> | \$1,000,000,000  |
| <b>Maturity Date:</b>                      | August 15, 2023  |
| <b>Coupon (Interest Rate):</b>             | 3.100%   |
| <b>Price to Public (Issue Price):</b>      | 99.353% of principal amount  |
| <b>Yield to Maturity:</b>                  | 3.176%   |
| <b>Spread to Benchmark Treasury:</b>       | +60 basis points   |
| <b>Benchmark Treasury:</b>                 | 1.750% due May 15, 2023  |
| <b>Benchmark Treasury Yield:</b>           | 2.576%   |
| <b>Interest Payment Dates:</b>             | February 15 and August 15, commencing February 15, 2014  |
| <b>Day Count Convention:</b>               | 30/360   |
| <b>Make-whole Redemption:</b>              | At any time at the greater of 100% or a discount rate of Treasury plus 10 basis points   |
| <b>Trade Date:</b>                         | August 8, 2013   |
| <b>Settlement Date:</b>                    | August 13, 2013 (T+3)  |
| <b>CUSIP Number:</b>                       | 742718 EB1   |
| <b>ISIN Number:</b>                        | US742718 EB11  |
| <b>Denominations:</b>                      | \$2,000 × \$1,000  |
| <b>Joint Book-Running Managers:</b>        | Citigroup Global Markets Inc., Goldman, Sachs & Co. and J.P. Morgan Securities LLC   |
| <b>Senior Co-Managers:</b>                 | Barclays Capital Inc., Deutsche Bank Securities Inc., HSBC Securities (USA) Inc., Mitsubishi UFJ Securities (USA), Inc., Morgan Stanley & Co. LLC and RBC Capital Markets, LLC |
| <b>Co-Managers:</b>                        | Fifth Third Securities, Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, RBS Securities Inc. and The Williams Capital Group, L.P.                                     |
| <b>Type of Offering:</b>                   | SEC Registered   |
| <b>Listing:</b>                            | None   |
| <b>Long-term Debt Ratings:</b>             | Moody s: Aa3 (Stable); S&P: AA- (Stable)   |

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**Note:** A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

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