

PROCTER & GAMBLE CO  
Form 8-K  
August 28, 2009

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act Of 1934

Date of Report (Date of earliest event reported)

August 28, 2009

THE PROCTER & GAMBLE COMPANY  
(Exact name of registrant as specified in its charter)

Ohio  
(State or other jurisdiction of incorporation)

1-434  
(Commission File Number)

31-0411980  
(IRS Employer Identification Number)

One Procter & Gamble Plaza, Cincinnati, Ohio  
(Address of principal executive offices)

45202  
Zip Code

(513) 983-1100  
(Registrant's telephone number, including area code)

45202  
Zip Code

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events.

On August 28, 2009, The Procter & Gamble Company (the "Company") closed an underwritten public offering of \$500,000,000 aggregate principal amount of 3.150% Notes due 2015 under the Company's Registration Statement on Form S-3 (Registration No. 333-145938) (the "Registration Statement"). Legal opinions related to these notes are attached hereto as Exhibits (5)(a) and (5)(c) and are incorporated herein by reference.

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Also on August 28, 2009, Procter & Gamble International Funding SCA (“PGIF”), a wholly owned finance subsidiary of the Company, closed an underwritten public offering of \$1,000,000,000 aggregate principal amount of 1.350% Notes due 2011 under the Registration Statement, which are fully and unconditionally guaranteed by the Company. Legal opinions related to these notes and the guarantee are attached hereto as Exhibits (5)(a), (5)(b) and (5)(c) and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) The following exhibits are being filed with this Current Report on Form 8-K.

| Exhibit Number | Description   |
|----------------|---|
| (5)(a)         | Opinion of Jason P. Muncy, Esq., Senior Counsel of the Company.   |
| (5)(b)         | Opinion of Arendt & Medernach, Luxembourg counsel for the Company and PGIF.   |
| (5)(c)         | Opinion of Fried, Frank, Harris, Shriver & Jacobson LLP, which is referred to in the opinion filed as Exhibit (5)(a). |
| (23)(a)        | Consent of Jason P. Muncy, Esq. is contained in his opinion filed as Exhibit (5)(a).                                  |
| (23)(b)        | Consent of Arendt & Medernach is contained in their opinion filed as Exhibit (5)(b).                                  |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

THE PROCTER & GAMBLE COMPANY

BY:                    /s/ E.J. Wunsch  
                             E.J. Wunsch  
                             Assistant Secretary  
                             August 28, 2009

EXHIBIT INDEX

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