#### PROCTER & GAMBLE Co

Form 4

March 02, 2016

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**OMB APPROVAL** 

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

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Pritchard Marc S. Issuer Symbol PROCTER & GAMBLE Co [PG] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner \_X\_\_ Officer (give title \_ Other (specify ONE PROCTER & GAMBLE 02/29/2016 below) **PLAZA** Chief Brand Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting CINCINNATI, OH 45202 Person (Ctata) (7:m)

| (City)                               | (State)                                 | (Zip) Tab   | le I - Non-l                            | Derivative Se   | curities A                         | cquired, Disposed   | of, or Benefici  | ially Owned   |
|--------------------------------------|---|---|---|---|------------------------------------|---|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities on Acquired (A Disposed of (Instr. 3, 4 an (A Amount (E | (D)<br>(D)<br>(nd 5)<br>(A)<br>(or | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common<br>Stock                      |   |   |   |   |                                    | 104,168.8223<br>(1)   | D  |   |
| Common<br>Stock                      |   |   |   |   |                                    | 107.032   | I  | By<br>Daughter<br>ACP                                 |
| Common<br>Stock                      |   |   |   |   |                                    | 107.032   | I  | By<br>Daughter<br>CEP                                 |
| Common<br>Stock                      |   |   |   |   |                                    | 107.032   | I  | By<br>Daughter<br>NJP                                 |

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| Common<br>Stock | 30,476.2634 (2) I |   | Retirement Plan Trustees |  |
|-----------------|-------------------|---|--------------------------|--|
| Common<br>Stock | 602               | I | By Wife                  |  |

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)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transa<br>Code<br>(Instr. |   | 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) |                    | Underlying Securitie |                          |
|---|---|--------------------------------------|---|---------------------------------|---|--|--|--------------------|----------------------|--------------------------|
|   |   |                                      |   | Code                            | V | (A) (D)  | Date<br>Exercisable                                      | Expiration<br>Date | Title                | Amour<br>Numbe<br>Shares |
| Restricted<br>Stock<br>Units                        | (3)   | 02/16/2016                           |   | A                               | V | 145.712  | <u>(4)</u>   | <u>(4)</u>         | Common<br>Stock      | 145.7                    |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 80.29<br>( <u>5)</u>   | 02/29/2016                           |   | A                               |   | 95,903   | 02/28/2019   | 02/27/2026         | Common<br>Stock      | 95,9                     |

# **Reporting Owners**

| Reporting Owner Name / Address                                    | Relationships |           |                           |       |  |  |
|---|---------------|-----------|---------------------------|-------|--|--|
| . 9   | Director      | 10% Owner | Officer                   | Other |  |  |
| Pritchard Marc S. ONE PROCTER & GAMBLE PLAZA CINCINNATI, OH 45202 |               |           | Chief<br>Brand<br>Officer |       |  |  |
| Signatures  |               |           |                           |       |  |  |
| /s/ Sandra T. Lane, Attorney-In-Fact for M<br>PRITCHARD           | IARC S.       |           | 03/02/2016                |       |  |  |
| **Signature of Reporting Person                                   |               |           | Date                      |       |  |  |

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## **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 dividend equivalents on February 16, 2016 in the form of Restricted Stock Units (RSU's) settled in common stock.
- (2) Reflects adjustment to PST through December 31, 2015.
- Dividend equivalents in the form of Retirement Restricted Stock Units (RSUs) previously awarded pursuant to Issuer's retirement program. All such RSUs represent a contingent right to receive Procter & Gamble common stock or cash settlement.
- These units deliver in shares or cash settlement on retirement from the Company, unless delivery is deferred or such shares are contributed to reporting person's deferred compensation account.
- (5) Employee stock option granted under Issuer's 2014 Stock and Incentive Compensation 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.