

HARRISON R KEITH  
Form 4  
November 02, 2010

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HARRISON R KEITH

(Last) (First) (Middle)

ONE PROCTER & GAMBLE  
PLAZA

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
PROCTER & GAMBLE CO [PG]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/01/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Global Product Supply Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	11/01/2010		M		29,370 A \$ 45.6625	100,027.654	D
Common Stock	11/01/2010		F		21,033 D \$ 63.765	78,994.654	D
Common Stock	11/01/2010		F		3,623 D \$ 63.765	75,371.654	D
Common Stock	11/01/2010		M		25,660 A \$ 45.6625	101,031.654	D
Common Stock	11/01/2010		F		18,376 D \$ 63.765	82,655.654	D

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Common Stock	11/01/2010	F	2,742	D	\$ 63.765	79,913.654	D	
Common Stock	11/01/2010	M	35,660	A	\$ 45.6625	115,573.654	D	
Common Stock	11/01/2010	F	25,537	D	\$ 63.765	90,036.654	D	
Common Stock	11/01/2010	F	3,387	D	\$ 63.765	86,649.654	D	
Common Stock						30,596.0721 <u>(1)</u>	I	By Retirement Plan Trustees
Common Stock						31,622	I	By RKH Trust
Common Stock						0	I	Estate Of Eleanor L. Harrison <u>(6)</u>

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative 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 Security (Instr. 3 and 4)	8. Amount of Underlying Security (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date			
Series A Preferred Stock	<u>(2)</u>	09/30/2010 <sup>(3)</sup>		A	V	241.196		<u>(4)</u>	<u>(4)</u>	Common Stock	2
Stock Option (Right to Buy)	\$ 45.6625	11/01/2010		M		29,370	09/13/2005	09/13/2012		Common Stock	2
Stock Option (Right to Buy)	\$ 45.6625	11/01/2010		M		25,660	09/13/2005	09/13/2012		Common Stock	2

