

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Pritchard Marc S.

(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)  
02/29/2016

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)  
Chief Brand 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    |                                      |  |                                | (A) or (D)  | 104,168.8223<br>(1)   | D  |   |
| Common Stock                    |                                      |  |                                | (A) or (D)  | 107.032   | I  | By Daughter ACP                                       |
| Common Stock                    |                                      |  |                                | (A) or (D)  | 107.032   | I  | By Daughter CEP                                       |
| Common Stock                    |                                      |  |                                | (A) or (D)  | 107.032   | I  | By Daughter NJP                                       |

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

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
*(e.g., puts, calls, warrants, options, convertible securities)*

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |                     |                    |                 |                            |
|---|--|---|---|--------------------------------------|---|--|--|---------------------|--------------------|-----------------|----------------------------|
|   |  |   |   | Code                                 | V   | (A)  | (D)  | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>Number<br>Shares |
| Restricted<br>Stock<br>Units                        | <u>(3)</u>   | 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 | 95,903                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| Pritchard Marc S.<br>ONE PROCTER & GAMBLE PLAZA<br>CINCINNATI, OH 45202 |               |           | Chief<br>Brand<br>Officer |       |

## Signatures

/s/ Sandra T. Lane, Attorney-In-Fact for MARC S.  
PRITCHARD

03/02/2016

        \*\*Signature of Reporting Person

        Date

## 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.
- (3) 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.
- (4) 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.

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