PROCTER & GAMBLE Co

Form 4

March 11, 2015

FORM 4

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

OMB

Check this box if no longer subject to Section 16.

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

3235-0287 Number: January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

Estimated average burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * COOK SCOTT D			2. Issuer Name and Ticker or Trading Symbol PROCTER & GAMBLE Co [PG]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	rst) (Middle)	3. Date of Earliest Transaction	(Check all applicable)			
			(Month/Day/Year)	X Director 10% Owner			
2632 MARIN	IE WAY, N	AS 2475	03/10/2015	Officer (give title Other (specify below)			
	(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			
MOUNTAIN VIEW, CA 94043				Form filed by More than One Reporting Person			

MOUNTAIN	VIEW, CA 94043
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(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	3. 4. Securities TransactionAcquired (A) or				5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)	, ,	any (Month/Day/Year)	Code (Instr. 8)	Disposed (Instr. 3,	of (D))	Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership
		,	Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock	03/10/2015		A	322	A	\$ 0 (1)	53,212.182 (2)	D	
Common Stock							32,000	I	By Family Trust (3)
Common Stock							572.3343 (4)	I	By Spouse

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director

COOK SCOTT D **2632 MARINE WAY, MS 2475** X **MOUNTAIN VIEW, CA 94043**

Signatures

/s/ Sandra T. Lane, attorney-in-fact for Mr. 03/11/2015 Cook

> **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) Stock Units awarded pursuant to The Procter & Gamble 2014 Stock and Incentive Compensation Plan
- (2) Total includes grant of dividend equivalents in the form of RSUs.
- (3) Scott D. Cook and Helen Signe Ostby, Trustees, for the Scott D. Cook and Helen Signe Ostby 1993 Family Trust.
- (4) Balance includes shares acquired through Issuer's dividend reinvestment 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.

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