PROCTER & GAMBLE Co

Form 4

February 01, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

3235-0287 Number: January 31,

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5. Relationship of Reporting Person(s) to

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

1. Name and Address of Reporting Person *

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

Nemeth Julio N			Symbol PROCTER & GAMBLE Co [PG]					Issuer			
			rkoc	IEK & (JAMDL	E Co	[FG]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date	of Earliest	Transactio	on					
ONE PRO	(Month/Day/Year) 01/28/2016					Director 10% OwnerX Officer (give title Other (specify below) President-Global Business Sycs					
	(2)										
(Street)				nendment,	ŭ	inal		6. Individual or Joint/Group Filing(Check			
CINCINNATI, OH 45202				Ionth/Day/Y	ear)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Ta	ble I - Nor	ı-Derivati	ve Sec	curities Acq	uired, Disposed of	f, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deem Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securionor Dispo (Instr. 3,	sed of 4 and (A) or		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	01/28/2016			M	7,000	A	\$ 63.49	23,000.5148	D		
Common Stock	01/28/2016			S	7,000	D	\$ 79.6135 (1)	16,000.5148	D		
Common Stock								2,940.5917	I	By Retirement Plan	

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

Trustees

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SEC 1474 (9-02)

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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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 Securities (Instr. 3 and 4)		
				Code V		(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 63.49	01/28/2016		M		7,000	02/28/2010	02/28/2017	Common Stock	7,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Nemeth Julio N ONE PROCTER & GAMBLE PLAZA CINCINNATI, OH 45202

President-Global Business Svcs

Signatures

/s/ Sandra T. Lane, attorney-in-fact for Mr.
Nemeth

02/01/2016

Date

**Signature of Reporting Person

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) Weighted average price of the shares sold. The price range was \$79.61 to \$79.631. Full information regarding the number of shares sold at each separate price available upon request.

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.

Reporting Owners 2