PROCTER & GAMBLE Co

Form 4

February 01, 2016

FORM 4

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

OMB

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires:

2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

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may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

Common

Stock

(Print or Type Responses)

1. Name and Nemeth Ju	2. Issuer Name and Ticker or Trading Symbol PROCTER & GAMBLE Co [PG]					5. Relationship of Reporting Person(s) to Issuer					
(Last) (First) (Middle) ONE PROCTER & GAMBLE			3. Date of Earliest Transaction (Month/Day/Year) 01/28/2016					(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify			
PLAZA	01/20/2010					below) President-Global Business Svcs					
	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line)					
CINCINN	Thea(Montar Say) Teal)					_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Ta	ble I - Non	-Derivativ	ve Sec	urities Acqu	uired, Disposed of	f, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Day	Date, if	Code (Instr. 8)	4. Securi or 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		
										Ву	

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

Retirement

Plan Trustees

2,940.5917

Ι

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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	(A)	(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.

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