

Moeller Jon R
Form 4
November 15, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Moeller Jon R

(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)

11/13/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Vice Chairman and CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	11/13/2018		M	82,965 A	\$ 63.28 209,033.251	D	
Common Stock	11/13/2018		S	82,965 D	\$ 91.8758 126,068.251	D	
Common Stock	11/13/2018		M	107,058 A	\$ 63.05 233,126.251	D	
Common Stock	11/13/2018		S	107,058 D	\$ 91.8758 126,068.251	D	
	11/13/2018		M	17,175 A	\$ 63.28 25,217.429	I	By Spouse

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Common
Stock

Common Stock	11/13/2018	S	17,175	D	\$ 91.8758 (1)	8,042.429	I	By Spouse
Common Stock	11/13/2018	M	21,707	A	\$ 63.05	29,749.429	I	By Spouse
Common Stock	11/13/2018	S	21,707	D	\$ 91.8758 (1)	8,042.429	I	By Spouse
Common Stock						17,240.7324 (2)	I	By Retirement Plan Trustees
Common Stock						18,248.5672 (2)	I	By Spouse, By Retirement Plan Trustees

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 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 Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Series A Preferred Stock	(3)	09/30/2018		A	V	157.2293		(4)	(4)	Common Stock
Series A Preferred Stock	(3)	09/30/2018		A	V	157.2293		(4)	(4)	Common Stock
	\$ 63.28	11/13/2018		M		82,965		02/26/2013	02/26/2020	

Stock Option (Right to Buy)									Common Stock
Stock Option (Right to Buy)	\$ 63.05	11/13/2018	M	107,058	02/28/2014	02/28/2021			Common Stock
Stock Option (Right to Buy)	\$ 63.28	11/13/2018	M	17,175	02/26/2013	02/26/2020			Common Stock
Stock Option (Right to Buy)	\$ 63.05	11/13/2018	M	21,707	02/28/2014	02/28/2021			Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Moeller Jon R ONE PROCTER & GAMBLE PLAZA CINCINNATI, OH 45202			Vice Chairman and CFO	

Signatures

/s/ Aaron Shepherd, attorney-in-fact for Jon R.
Moeller

11/15/2018

__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) Weighted average price of the shares sold. The price range was \$91.60 to \$92.10. Full information regarding the number of shares sold at each separate price available upon request.
- (2) Reflects adjustment to PST through September 30, 2018.
- (3) Higher of \$6.82 (adjusted for 2-for-1 stock split effective May 21, 2004) or market price of Common Stock.
- (4) Shares held by Retirement Plan Trustees. If Officer terminates employment and elects distribution of shares, or, if after age 50 elects alternative investment within Plan, Preferred Stock converted/redeemed at specified conversion/exercise price.

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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