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PROCTER & GAMBLE CO  
Form 13F-HR  
November 15, 2001

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

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2001

Check here if Amendment [ ]: Amendment Number: \_\_\_\_\_

This Amendment (Check only one.): [ ] a restatement.  
[ ] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: The Procter & Gamble Company  
Address: One Procter & Gamble Plaza  
Cincinnati, OH 45202

Form 13F File Number: 028-06145

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Reporting Manager: Juan Pedro Hernandez

Name: Juan Pedro Hernandez  
Title: Vice President & Treasurer  
Phone: 513-983-6523

Signature, Place, and Date of Signing:

JUAN PEDRO HERNANDEZ

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Cincinnati, OH  
November 15, 2001

Report Type (Check only one.):

- [X] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- [ ] 13F NOTICE. (Check here if no holdings reported are in this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)
- [ ] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

FORM 13F SUMMARY PAGE

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REPORT SUMMARY:

Number of Other Included Managers: 0

Form 13F Information Table Entry Total: 2

Form 13F Information Table Value Total: \$127,168 (thousands)

List of Other Included Managers: None

FORM 13F INFORMATION TABLE

Column 1 -----	Column 2 -----	Column 3 -----	Column 4 -----	Column 5 -----		Column 6 -----	
Name of Issuer -----	Title of class -----	CUSIP -----	Value (x\$1000) -----	Shrs or prn amt -----	SH/PRN -----	Put/Call -----	Investment discretion -----
Regeneron Pharmaceu- ticals Inc.	Common	75886F107	\$125,934	5,662,505	SH		Sole
I-Many Inc.	Common	44973Q103	\$ 1,234	531,960	SH		Sole