

Edgar Filing: PROCTER & GAMBLE CO - Form 4

Series A Preferred Stock	4	12/31/2001	A	V	34.4933	A	6		Common Stock	34.4933	7
Series A Preferred Stock	4	3/31/2002	A	V	32.2125	A	6		Common Stock	32.2125	7
Series A Preferred Stock	4	6/30/2002	A	V	84.23	A	6		Common Stock	84.23	7
Stock Option (right to buy)	91.325	9/13/2002	A		54750	A	9/13/05	9/13/12	Common Stock	54750	10

Explanation of Responses:

1. Shares awarded pursuant to Issuer's 2001 Stock Plan.
2. Between 10/1/01 and 6/30/02, reporting person acquired 454.0174 shares of Common Stock under Issuer's Profit Sharing Trust and Employee Stock Ownership Plan.
3. By daughter, Shannon, as beneficiary of Trust.
4. Higher of \$13.75 or market price of Common Stock.
5. Series A Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for period 10/1/01 and 12/31/01.
6. Series A Preferred held by Retirement Plan Trustees. If officer terminates employment or after age 50 elects alternative investment with Retirement Plan, Preferred Stock converted/redeemed at specified conversion/exercise price.
7. Series A Preferred Stock allocated to officer's Retirement Plan account pursuant to Retirement Plan provisions.
8. Series A Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for the period 1/1/02 and 3/31/02.
9. Series A. Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for the period 4/1/02 and 6/30/02
10. Employee stock option granted under Issuer's 2001 Stock Plan.