

PROCTER & GAMBLE CO  
Form 4  
February 02, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MARTIN MARIANO

(Last) (First) (Middle)

ONE PROCTER AND 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)  
01/31/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Global Cust. Bus. Dev. Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common Stock                    | 01/31/2006                           |  | M                              |   | 11,910 A \$ 20.2962   | D  |                                   |
| Common Stock                    | 01/31/2006                           |  | F                              |   | 2,829 D \$ 59.12  | D  |                                   |
| Common Stock                    | 01/31/2006                           |  | M                              |   | 6,336 A \$ 21.9407  | D  |                                   |
| Common Stock                    | 01/31/2006                           |  | F                              |   | 1,470 D \$ 59.12  | D  |                                   |
| Common Stock                    | 01/31/2006                           |  | M                              |   | 8,270 A \$ 29.8768  | D  |                                   |

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|              |            |   |        |   |            |                         |   |                                    |
|--------------|------------|---|--------|---|------------|-------------------------|---|------------------------------------|
| Common Stock | 01/31/2006 | F | 1,507  | D | \$ 59.12   | 43,107.04               | D |                                    |
| Common Stock | 01/31/2006 | M | 3,748  | A | \$ 37.4778 | 46,855.04               | D |                                    |
| Common Stock | 01/31/2006 | F | 544    | D | \$ 59.12   | 46,311.04               | D |                                    |
| Common Stock | 01/31/2006 | M | 9,600  | A | \$ 37.4778 | 55,911.04               | D |                                    |
| Common Stock | 01/31/2006 | F | 1,303  | D | \$ 59.12   | 54,608.04               | D |                                    |
| Common Stock | 01/31/2006 | M | 23,702 | A | \$ 37.4778 | 78,310.04               | D |                                    |
| Common Stock | 01/31/2006 | F | 3,133  | D | \$ 59.12   | 75,177.04               | D |                                    |
| Common Stock |            |   |        |   |            | 68                      | I | by daughter Leticia <sup>(1)</sup> |
| Common Stock |            |   |        |   |            | 68                      | I | by daughter Sandra <sup>(2)</sup>  |
| Common Stock |            |   |        |   |            | 3,119.82 <sup>(3)</sup> | I | By Retirement Plan Trustees        |
| Common Stock |            |   |        |   |            | 68                      | I | by son Ignacio <sup>(4)</sup>      |
| Common Stock |            |   |        |   |            | 68                      | I | by son Jaime <sup>(5)</sup>        |
| Common Stock |            |   |        |   |            | 68                      | I | by son Javier <sup>(6)</sup>       |
| Common Stock |            |   |        |   |            | 2,000                   | I | by Trust <sup>(7)</sup>            |

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 | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Securities (Instr. 3 and 4) |
|--|---|--------------------------------------|--|--------------------------------|--|--|--|
|--|---|--------------------------------------|--|--------------------------------|--|--|--|

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| Security                    | (Instr. 3, 4, and 5) |   |                           | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|-----------------------------|----------------------|---|---------------------------|------------------|-----------------|--------------|----------------------------|
|                             | Code                 | V | (A) (D)                   |                  |                 |              |                            |
| Series A Preferred Stock    | (8)                  |   | 12/31/2005 <sup>(9)</sup> |                  |                 | Common Stock | 0.47                       |
| Stock Option (right to buy) | \$ 20.2962           |   | 01/31/2006                |                  |                 | Common Stock | 11,910                     |
| Stock Option (right to buy) | \$ 21.9407           |   | 01/31/2006                |                  |                 | Common Stock | 6,336                      |
| Stock Option (right to buy) | \$ 29.8768           |   | 01/31/2006                |                  |                 | Common Stock | 8,270                      |
| Stock Option (right to buy) | \$ 37.4778           |   | 01/31/2006                |                  |                 | Common Stock | 3,748                      |
| Stock Option (right to buy) | \$ 37.4778           |   | 01/31/2006                |                  |                 | Common Stock | 9,600                      |
| Stock Option (right to buy) | \$ 37.4778           |   | 01/31/2006                |                  |                 | Common Stock | 23,702                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| MARTIN MARIANO<br>ONE PROCTER AND GAMBLE PLAZA<br>CINCINNATI, OH 45202 |               |           | Global Cust. Bus. Dev. Officer |       |

## Signatures

ADAM NEWTON as Attorney-In-Fact for Mariano  
Martin

02/02/2006

\_\_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) Mariano Martin and Leticia Martin Chocano joint tenants with right of survivorship.
- (2) Mariano Martin custodian for Sandra Martin Chocano under the Uniform Gift to Minors Act (UGMA).
- (3) Balance as of 12/31/2005.
- (4) Mariano Martin custodian for Ignacio Martin Chocano (UGMA).
- (5) Mariano Martin custodian for Jaime Martin Chocano (UGMA).
- (6) Mariano Martin custodian for Javier Martin Chocano (UGMA).
- (7) The Mariano Martin Revocable Living Trust.
- (8) Higher of \$6.82 (adjusted for 2-for-1 stock split effective May 21, 2004) or market price of Common Stock.
- (9) Series A Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for the period 10/1/05 through 12/31/05.
- (10) 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.
- (11) Series A Preferred Stock allocated to officer's Retirement Plan account pursuant to Retirement Plan provisions.

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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