

PROCTER & GAMBLE CO  
Form 4  
February 17, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
JOHNSON JAMES J

(Last) (First) (Middle)

C/O THE PROCTER & GAMBLE COMPANY,, 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)  
02/15/2006

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)  
Chief Legal 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/17/2005		G	V 153,888 D \$ 0	186,666.52	D	
Common Stock	02/15/2006		F	15 <sup>(1)</sup> D \$ 59.98	187,173.818 <sub>(2)</sub>	D	
Common Stock	02/16/2006		M	70,894 A \$ 20.2962	258,067.818	D	
Common Stock	02/16/2006		F	19,741 D \$ 60.42	238,326.818	D	
Common Stock	02/16/2006		M	27,330 A \$ 21.9407	265,656.818	D	

Edgar Filing: PROCTER & GAMBLE CO - Form 4

Common Stock	02/16/2006		F	7,911	D	\$ 60.42	257,745.818	D	
Common Stock	02/16/2006		S	12,000	D	\$ 60.43	245,745.818	D	
Common Stock	02/16/2006		S	1,700	D	\$ 60.41	244,045.818	D	
Common Stock	02/16/2006		S	6,800	D	\$ 60.4	237,245.818	D	
Common Stock	02/16/2006		S	15,600	D	\$ 60.37	221,645.818	D	
Common Stock	02/16/2006		S	7,300	D	\$ 60.38	214,345.818	D	
Common Stock	02/16/2006		S	12,300	D	\$ 60.36	202,045.818	D	
Common Stock	02/16/2006		S	1,200	D	\$ 60.39	200,845.818	D	
Common Stock	02/16/2006		S	3,500	D	\$ 60.35	197,345.818	D	
Common Stock	02/16/2006		S	1,100	D	\$ 60.34	196,245.818	D	
Common Stock	02/16/2006		S	3,000	D	\$ 60.33	193,245.818	D	
Common Stock	02/16/2006		S	5,500	D	\$ 60.32	187,745.818	D	
Common Stock	11/17/2005		G V	153,888	A	\$ 0	153,888	I	By Trust
Common Stock	12/21/2005		G V	340	D	\$ 0	153,548	I	By Trust
Common Stock	12/22/2005		G V	3,400	D	\$ 0	150,148	I	By Trust

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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

