Edgar Filing: PROCTER & GAMBLE CO - Form 4

PROCTER	& GAMBLE CO										
Form 4	2007										
February 20									OMP	APPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								3235-0287			
Check th if no lon subject to Section Form 4 Form 5 obligation may con <i>See</i> Insta 1(b).	ser 50 16. 50 50 50 51 51 51 50 50 50 50 50 50 50 50 50 50	rsuant to S (a) of the I	T OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES at to Section 16(a) of the Securities Exchange Act of 1934, f the Public Utility Holding Company Act of 1935 or Sectior 80(h) of the Investment Company Act of 1940							January 31, Expires: 2005 Estimated average burden hours per response 0.5	
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> BYRNES BRUCE L			2. Issuer Name and Ticker or Trading Symbol PROCTER & GAMBLE CO [PG]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Middle)	3. Date of	of Earliest 7	Fransaction	1		(Chec	k all applicab	le)	
ONE PROCTER AND GAMBLE PLAZA			(Month/Day/Year) 02/15/2007					X Director 10% Owner X Officer (give title Other (specify below) below) Vice COB-PG Household Care			
CINCINNA	(Street) ATI, OH 45202			endment, E onth/Day/Yea	-	nal		6. Individual or Jo Applicable Line) _X_ Form filed by 0 Form filed by M	One Reporting I	Person	
								Person			
(City)	(State)	(Zip)	Tał	ole I - Non-	Derivativ	e Seci	urities Acq	uired, Disposed of	f, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8) Code V	(Instr. 3,	spose	d of (D)	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	02/15/2007			F	16	D	\$ 64.845	436,666.926 (1)	D		
Common Stock								70,433.3821	Ι	By Retirement Plan Trustees	

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.

Edgar Filing: PROCTER & GAMBLE CO - Form 4

 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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying tities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BYRNES BRUCE L ONE PROCTER AND GAMBLE PLAZA CINCINNATI, OH 45202	Х		Vice COB-PG Household Care				
Signatures							
Adam Newton as Attorney-in-Fact for BRUCE BYRNES	L.	02/20/2007					

**Signature of Reporting Person

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) Total includes grant of dividend equivalents in the form of RSUs on 2/15/07, pursuant to Issuer's 2001 Stock and Incentive Compen sation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Date