Edgar Filing: PROCTER & GAMBLE CO - Form 4

	& GAMBLE C	CO									
Form 4 February 22,	2007										
	ГЛ							OMB APPROVAL			
				RITIES AND EXCHANGE C Ashington, D.C. 20549				COMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or				NGES IN BENEFICIAL OWNERSHIP					Expires: January 31 2005 Estimated average burden hours per response 0.5		
Form 5 obligatior may conti <i>See</i> Instru 1(b).	inue. Section 1	7(a) of the	Public Ut		ling Con	ipany	y Act of	e Act of 1934, 71935 or Section 0			
(Print or Type R	Responses)										
MARTIN LYNN M Syml			Symbol					5. Relationship of Reporting Person(s) to Issuer			
(1 +)	(F :	(Middle)	PROCTER & GAMBLE CO [PG] 3. Date of Earliest Transaction				PGJ	(Check all applicable)			
(Last) P.O. BOX 6	(First) 21P.O. BOX 6	× /	3. Date of (Month/D 02/22/20	ay/Year)	ansaction			X Director Officer (give below)	title10% below)	Owner er (specify	
				Amendment, Date Original l(Month/Day/Year)				6. Individual or Joint/Group Filing(CheckApplicable Line)_X_ Form filed by One Reporting Person			
PARK RIDO	GE, IL 60068							Form filed by M Person	Iore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ar) Executio any	med m Date, if Day/Year)	3. Transactic Code (Instr. 8)	(Instr. 3,	spose 4 and (A) or	d of (D) 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)		
Common Stock	02/22/2007			Code V S		(D) D	Price \$ 64.48	(1) 21,038.425	D		

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.

 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)	4. Transact Code (Instr. 8)	of Deriva Securit Acquir (A) or Dispos of (D)	ber Expiration Date (Month/Day/Year) vative rities nired or osed		Amou Unde Secur	le and unt of rlying tities (. 3 and 4)	Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(Instr. 4, and 4, and 4)	·	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MARTIN LYNN M P.O. BOX 621P.O. BOX 621 PARK RIDGE, IL 60068	Х						
Signatures							
Susan S. Whaley - Attorney-in-Fact		02/22/2007					

**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).
- Total includes grant of dividend equivalents in the form of RSUs on Feb. 15, 2007, pursuant to Issuer's 2003 Non-Employee Directors' (1) Stock 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.