

PROCTER & GAMBLE CO
Form 4
August 13, 2007

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 *
LAFLEY ALAN G

(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)
08/10/2007

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)
COB and CEO

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 (D) Price | | | |
| Common Stock | 08/10/2007 | | G | V 183 D \$ 0 | 1,059,128.449 | D | |
| Common Stock | 08/10/2007 | | S | 3,300 (1) D \$ 65 | 1,055,828.449 | D | |
| Common Stock | 08/10/2007 | | S | 1,400 (1) D \$ 65.01 | 1,054,428.449 | D | |
| Common Stock | 08/10/2007 | | S | 400 (1) D \$ 65.02 | 1,054,028.449 | D | |
| Common Stock | 08/10/2007 | | S | 1,500 (1) D \$ 65.03 | 1,052,528.449 | D | |
| | 08/10/2007 | | S | | 1,050,528.449 | D | |

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| | | | | | | | | | | | | | |
|--------------|------------|--|---------------------|---------------------|----|----|-------|---------------|---|--|--|-----------------------------|--|
| Common Stock | | | 2,000 <u>(1)</u> | | \$ | | | | | | | | |
| Common Stock | 08/10/2007 | | S | 1,200 <u>(1)</u> | D | \$ | 65.05 | 1,049,328.449 | D | | | | |
| Common Stock | 08/10/2007 | | S | 1,800 <u>(1)</u> | D | \$ | 65.06 | 1,047,528.449 | D | | | | |
| Common Stock | 08/10/2007 | | S | 500 <u>(1)</u> | D | \$ | 65.07 | 1,047,028.449 | D | | | | |
| Common Stock | 08/10/2007 | | S | 200 <u>(1)</u> | D | \$ | 65.08 | 1,046,828.449 | D | | | | |
| Common Stock | 08/10/2007 | | S | 200 <u>(1)</u> | D | \$ | 65.09 | 1,046,628.449 | D | | | | |
| Common Stock | 08/10/2007 | | S | 900 <u>(1)</u> | D | \$ | 65.1 | 1,045,728.449 | D | | | | |
| Common Stock | 08/10/2007 | | S | 700 <u>(1)</u> | D | \$ | 65.11 | 1,045,028.449 | D | | | | |
| Common Stock | 08/10/2007 | | S | 2,400 <u>(1)</u> | D | \$ | 65.12 | 1,042,628.449 | D | | | | |
| Common Stock | 08/10/2007 | | S | 3,500 <u>(1)</u> | D | \$ | 65.13 | 1,039,128.449 | D | | | | |
| Common Stock | | | | | | | | 45,251.6945 | I | | | By Retirement Plan Trustees | |
| Common Stock | | | | | | | | 715.096 | I | | | By son | |
| Common Stock | | | | | | | | 6,158 | I | | | By Trust <u>(2)</u> | |

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 Security | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|

of (D)
(Instr. 3,
4, and 5)

(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 |
| LAFLEY ALAN G ONE PROCTER AND GAMBLE PLAZA CINCINNATI, OH 45202 | X | | COB and CEO | |

Signatures

Jason P. Muncy as Attorney-In-Fact for ALAN G.
LAFLEY

08/13/2007

__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).
- (1) This sale was made pursuant to a Sales Plan entered into on May 17, 2006, that meets the requirements of Rule 10b5-1(c) of the Securities Exchange Act of 1934.
- (2) By A.G. Lafley Irrevocable Trust II U/A dated March 8, 1999, Margaret G. Lafley, trustee, for benefit of reporting person's wife and children.

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.