#### **MARTIN MARIANO**

Form 4

September 16, 2008

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

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**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue.

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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(C:t-)

(Print or Type Responses)

1. Name and Address of Reporting Person * MARTIN MARIANO			2. Issuer Name <b>and</b> Ticker or Trading Symbol PROCTER & GAMBLE CO [PG]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(energia un applicació)		
			(Month/Day/Year)	Director 10% Owner		
ONE PROCTER AND GAMBLE PLAZA		MBLE	09/15/2008	_X_ Officer (give title Other (specify below) Global Cust. Bus. Dev. Officer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
CINCINNATI,	ОН 45202		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip)	Table I - N	Ion-Derivative Securities Acq	quired, Disposed	of, or Benefic	ially Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of
α	(M. J. ID) (M. )	E .: D.	· c . T	(' (A) D' 1 C(D)	a	0 1:	T 11

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi or(A) or Di (Instr. 3,	ispose	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	09/15/2008		Code V A	Amount 1,101 (1)	(D)	Price \$ 72.14	43,925.447	D	
Common Stock	09/15/2008		F	39 (2)	D	\$ 72.855	43,886.447	D	
Common Stock							68	I	By Son Javier (3)
Common Stock							68	I	By Son Ignacio (4)
Common Stock							2,000	I	By Trust (5)

#### Edgar Filing: MARTIN MARIANO - Form 4

Common Stock	68	I	By Son Jaime (6)
Common Stock	4,349.5612	I	By Retirement Plan Trustees
Common Stock	68	I	By Daughter Sandra (7)
Reminder: Report on a separate line for each class of securities benefic	ially owned directly or indirectly.		
	Persons who respond to the colle	ection of	SEC 1474

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

number.

information contained in this form are not

required to respond unless the form displays a currently valid OMB control

(9-02)

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 72.14	09/15/2008		A	12,888	09/15/2011	09/15/2018	Common Stock	12,888

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
and the second	Director	10% Owner	Officer	Other		
MARTIN MARIANO ONE PROCTER AND GAMBLE PLAZA CINCINNATI, OH 45202			Global Cust. Bus. Dev. Officer			
Signatures						
/s/ Jason P. Muncy, Attorney-In-Fact for MARTIN	ARIANO		09/16/2008			
**Signature of Reporting Person			Date			

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### **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) Restricted Stock Units awarded pursuant to Issuer's 2001 Stock and Incentive Compensation Plan.
- (2) RSUs withheld to cover the taxes on 9/15/08 award of RSUs under the Issuer's 2001 Stock and Incentive Compensation Plan.
- (3) Mariano Martin custodian for Javier Martin Chocano (UGMA).
- (4) Mariano Martin custodian for Ignacio Martin Chocano (UGMA).
- (5) The Mariano Martin Revocable Living Trust.
- (6) Mariano Martin custodian for Jaime Martin Chocano (UGMA).
- (7) Mariano Martin custodian for Sandra Martin Chocano under the Uniform Gift to Minors Act (UGMA).
- (8) Employee stock option granted under Issuer's 2001 Stock and Incentive Compensation 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.