Pritchard Marc S. Form 4 November 17, 2011

FORM 4

Form 4 or

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

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Section 16.

SECURITIES

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Pritchard Marc S.			Symbol	e and Ticker or Trading	Issuer	5. Relationship of Reporting Person(s) to Issuer				
			PROCIER	& GAMBLE Co [PG]	(Cł	neck all ap	pplicable)			
(Last)	(First)	(Middle)	3. Date of Earli	est Transaction						
			(Month/Day/Ye	ear)	Director	_	10% Owner			
ONE PROCTER & GAMBLE PLAZA (Street)			11/15/2011		below)	be	Other (specify elow) ilding Officer			
			4. If Amendme	nt, Date Original	6. Individual or	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting				
			Filed(Month/Day	7/Year)	_X_ Form filed b					
CINCINN.	ATI, OH 4520)2			Person	y Wiore ma	ii One Reporting			
(City)	(State)	(Zip)	Table I - N	Non-Derivative Securities	Acquired, Disposed	of, or Be	eneficially Owned			
1.Title of	2. Transaction	Date 2A. Dee	med 3.	4. Securities	5. Amount of	6.	7. Nature o			

(City)	(State)	Tabl	e I - Non-I	Derivative	Securities A	cquired, Disposed	of, or Benefici	ally 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. Securit onAcquired Disposed (Instr. 3,	(A) or 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						63,068.2465 (1)	D	
Common Stock						107.032	I	By Daughter ACP
Common Stock						107.032	I	By Daughter CEP
Common Stock						107.032	I	By Daughter NJP
Common Stock						602	I	By Wife

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

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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. 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)		8 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(3)	11/15/2011		A	95.493	<u>(4)</u>	<u>(4)</u>	Common Stock	95.493	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Pritchard Marc S.
ONE PROCTER & GAMBLE PLAZA

Global Brand Building Officer

Signatures

CINCINNATI, OH 45202

/s/ Kenneth L. Blackburn, Attorney-in-Fact for MARC S. PRITCHARD

11/17/2011

**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) Total includes grant of dividend equivalents on 11/15/11 in the form of RSUs settled in common stock.
- (2) Balance as of 9/30/11.

Reporting Owners 2

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- (3) Dividend equivalents in the form of RSUs for Retirement Restricted Stock Units previously awarded pursuant to Issuer's retirement program. All such RSUs represent a contingent right to receive Procter & Gamble common stock or cash settlement.
- (4) These units will deliver in shares or cash settlement on retirement from the company, unless delivery is deferred or such shares are contributed to reporting person's deferred compensation account.

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.