PROCTER & GAMBLE Co
Form 3
July 11, 2013

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â HENRETTA DEBORAH A
(Last) (First) (Middle)

ONE PROCTER & GAMBLE PLAZA
(Street)

CINCINNATI,Â OHÂ 45202
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
07/01/2013

3. Issuer Name **and** Ticker or Trading Symbol
PROCTER & GAMBLE Co [PG]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Group President Global Beauty

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

							(Instr. 5)
Restricted Stock Units (1)	Â (2)	Â (2)	Common Stock	2,338.412	$ (1)	D	Â
Restricted Stock Units (3)	Â (2)	Â (2)	Common Stock	1,980.683	$ (3)	D	Â
Restricted Stock Units (4)	Â (2)	Â (2)	Common Stock	1,940.939	$ (4)	D	Â
Restricted Stock Units (5)	Â (2)	Â (2)	Common Stock	2,089.937	$ (5)	D	Â
Restricted Stock Units (6)	Â (2)	Â (2)	Common Stock	1,209.814	$ (6)	D	Â
Restricted Stock Units (6)	Â (2)	Â (2)	Common Stock	1,170.468	$ (6)	D	Â
Restricted Stock Units (6)	Â (2)	Â (2)	Common Stock	1,342.596	$ (6)	D	Â
Restricted Stock Units (6)	Â (2)	Â (2)	Common Stock	1,333.987	$ (6)	D	Â
Restricted Stock Units (7)	Â (2)	Â (2)	Common Stock	1,596.43	$ (7)	D	Â
Restricted Stock Units (8)	Â (2)	Â (2)	Common Stock	1,725.248	$ (8)	D	Â
Restricted Stock Units (9)	Â (2)	Â (2)	Common Stock	1,682.782	$ (9)	D	Â
Restricted Stock Units (10)	Â (2)	Â (2)	Common Stock	1,797.347	$ (10)	D	Â
Series A Preferred Stock	Â (11)	Â (11)	Common Stock	8,919.5354	$ (11)	I	By Retirement Plan Trustees

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENRETTA DEBORAH A ONE PROCTER & GAMBLE PLAZA CINCINNATI,Â OHÂ 45202	Â	Â	Â Group President Global Beauty	Â

Signatures

/s/ Sandra T. Lane, attorney-in-fact for Deborah A. Henretta	07/11/2013
**Signature of Reporting Person	Date

Explanation of Responses:

*	If the form is filed by more than one reporting person, *see* Instruction 5(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)	Retirement award granted on 8/6/2009 in the form of Restricted Stock Units which represent a contingent right to receive Procter & Gamble common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2009.
(2)	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.
(3)	Retirement award granted on 8/5/2010 in the form of Restricted Stock Units which represent a contingent right to receive Procter & Gamble common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2010.
(4)	Retirement award granted on 8/4/2011 in the form of Restricted Stock Units which represent a contingent right to receive Procter & Gamble common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2011.
(5)	Retirement award granted on 8/2/2012 in the form of Restricted Stock units which represent a contingent right to receive Procter & Gamble common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2012.
(6)	Retirement award granted on 12/1/2005 in the form of Restricted Stock Units which represent a contingent right to receive Procter & Gamble common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2005.
(7)	Retirement award granted on 8/4/2005 in the form of Restricted Stock Units which represent a contingent right to receive Procter & Gamble common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2005.
(8)	Retirement award granted on 8/3/2006 in the form of Restricted Stock Units which represent a contingent right to receive Procter & Gamble common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2006.
(9)	Retirement award granted on 8/2/2007 in the form of Restricted Stock Units which represents a contingent right to receive Procter & Gamble common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2007.
(10)	Retirement award granted on 8/7/2008 in the form of Restricted Stock Units which represent a contingent right to receive Procter & Gamble common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2008.
(11)	Series A Preferred Stock allocated to officer's Retirement Plan account pursuant to Retirement Plan provisions.

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Remarks:

CONTINUATIONÂ -Â PagesÂ 4,Â 5Â andÂ 6Â forÂ DeborahÂ A.Â HenrettaÂ FormÂ 3Â filedÂ onÂ 7/11/2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.
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