Brown Bruce Form 4 January 30, 2013

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:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average burden hours per

response...

OMB APPROVAL

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

Check this box

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

2. Issuer Name and Ticker or Trading

PROCTER & GAMBLE Co [PG]

3. Date of Earliest Transaction

Symbol

1(b).

Brown Bruce

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Middle)

See Instruction

ONE PRO	OCTER AND GA		(Month/Day/Year) 01/28/2013				Director 10% Owner _X Officer (give title Other (specify below) Chief Technology Officer					
	(Street)		4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check					
CINCINN	ATI, OH 45202	Г	` ' '				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(City) (State) (Zip) 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 Da any (Month/Day/	Code	tionor Dispos (Instr. 3,	sed of		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	01/28/2013		M	49,824	A	\$ 48.17	74,040.997	D				
Common Stock	01/28/2013		S	49,824	D	\$ 73.7444 <u>(1)</u>	24,216.997	D				
Common Stock							13,083.4162 (2)	I	By Retirement Plan Trustees			
Common Stock							30	I	By Spouse			

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

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SEC 1474 (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. Transactic Code (Instr. 8)	CransactionDerivative Code Securities		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)	\$ 48.17	01/28/2013		M		49,824	02/27/2012	02/27/2019	Common Stock	49,824

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Brown Bruce

ONE PROCTER AND GAMBLE PLAZA CINCINNATI, OH 45202

Chief Technology Officer

Signatures

/s/ Sandra T. Lane, Attorney-In-Fact for BRUCE BROWN

01/30/2013

**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).
- Weighted average price of the shares sold. The price range was \$73.891 to \$73.955. Full information regarding the number of shares sold at each separate price available upon request.
- (2) Balance as of 12/31/2012.

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.

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