

PROCTER & GAMBLE Co
Form 15-15D
November 13, 2015
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number 001-00434

The Procter & Gamble Company

(Exact name of Registrant as specified in its charter)

One Procter & Gamble Plaza, Cincinnati, Ohio 45202, (513) 983-1100

(Address, including zip code, and telephone

number, including area code, of registrant's principal executive offices)

Plan Participation Interests in The Procter & Gamble Profit Sharing Trust and Employee Stock Ownership Plan

(Title of each class of securities covered by this Form)

The Procter & Gamble Company Common Stock, without par value

(Title of all other classes of securities for which a duty to file reports under Section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)

Rule 12g-4(a)(2)

Rule 12h-3(b)(1)(i)

Rule 12h-3(b)(1)(ii)

Rule 15d-6

Approximate number of holders of record as of the certification or notice date:*

* Participants can no longer contribute their funds to purchase Company common stock pursuant to The Procter & Gamble Profit Sharing Trust and Employee Stock Ownership Plan ("the Plan"). Therefore, participation interests in the Plan no longer require registration. Accordingly, this Form 15 is being filed to suspend the Company's duty to file reports under Section 15(d) of the Securities Exchange Act of 1934, including on Form 11-K, for the Plan.

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, The Procter & Gamble Company has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: November 10, 2015

By: /s/Deborah P. Majoras

Deborah P. Majoras

Secretary and Chief Legal Officer

"2">2. Conversion or Exercise Price of Derivative Security3. 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 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. Price of Derivative Security

(Instr. 5)9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 4)10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

(Instr. 4)11. Nature of Indirect Beneficial Ownership

(Instr. 4)CodeV(A)(D)Date ExercisableExpiration DateTitleAmount or Number of Shares Restricted Share Units (1) (1)04/03/2007 A
29.2 (1) (1) Common Stock 29.2 (1) 3,832.91 D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALM JOHN R P.O. BOX 619100 DALLAS, TX 75261-1900		X		

Signatures

John W. Wesley as attorney-in-fact for John R. Alm	04/05/2007
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__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).
Represents restricted share units, payable on a 1-for-1 basis, granted under the Kimberly-Clark Corporation Outside Directors' Compensation Plan. Additional restricted share units are accrued based on dividends paid on the Corporation's common stock. The
(1) restricted share units may not be sold or transferred until the reporting person ceases to be a member of the Corporation's Board of Directors.

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.