

PROCTER & GAMBLE Co
Form 4
August 17, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
Pritchard Marc S.

(Last) (First) (Middle)

ONE PROCTER & GAMBLE
PLAZA

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)

08/15/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Brand Officer

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

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 Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	08/15/2016		S		3,139 (1) \$ 87.0791 (2)	D	
Common Stock	08/16/2016		M		117 A \$ 86.16	D	
Common Stock	08/16/2016		F		117 (3) D \$ 86.16	D	
Common Stock	08/16/2016		A		6,774 A \$ 0 (4)	D	
Common Stock	08/17/2016		S		3,665 (5) \$ 86.2992 (7)	D	

(6)

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	31,160.8179	I	By Retirement Plan Trustees
Common Stock	602	I	By Wife

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. 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)	
					Code	V	(A)		(D)	Title
Restricted Stock Units	(8)	08/15/2016		A		139.551	(9)	(9)	Common Stock	139.551
Restricted Stock Units	(10)	08/16/2016		M		117	(9)	(9)	Common Stock	117

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Pritchard Marc S.
ONE PROCTER & GAMBLE PLAZA
CINCINNATI, OH 45202

Chief
Brand
Officer

Signatures

/s/ Sandra T. Lane, Attorney-In-Fact for MARC S.
PRITCHARD

08/17/2016

__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) Shares sold to cover taxes on previous Restricted Stock Unit grant.
- (2) Weighted average price of the shares sold. The price range was \$87.07 to 87.10. Full information regarding the number of shares sold at each separate price available upon request.
- (3) Shares withheld to cover taxes on previous Restricted Stock Unit grant.
- (4) Stock award pursuant to Issuer's 2014 Stock and Incentive Compensation Plan.
- (5) Shares sold to cover taxes on Restricted Stock Unit grant.
- (6) Weighted average price of the shares sold. The price range was \$86.08 to \$86.43. Full information regarding the number of shares sold at each separate price available upon request.
- (7) Total includes grant of dividend equivalents in the form of Restricted Stock Units (RSU's) settled in common stock.
- (8) Dividend equivalents in the form of Retirement Restricted Stock Units (RSUs) previously awarded pursuant to Issuer's retirement program. All such RSUs represent a contingent right to receive Procter & Gamble common stock or cash settlement.
- (9) These units will deliver in shares on retirement from the company, unless delivery is deferred or such shares are contributed to reporting person's deferred compensation account.
- (10) Retirement award in the form of Restricted Stock Units which represent a contingent right to receive P&G common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2016.

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.