

Edgar Filing: PROCTER & GAMBLE CO - Form 4

PROCTER & GAMBLE CO

Form 4

September 17, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549  
 FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person  
 Clayton C. Daley, Jr.  
 One Procter and Gamble Plaza  
 OH, Cincinnati 45202
2. Issuer Name and Ticker or Trading Symbol  
 The Procter and Gamble Company (PG)
3. IRS or Social Security Number of Reporting Person (Voluntary)  
 N/A
4. Statement for Month/Year  
 9/13/2002
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
 ( ) Director ( ) 10% Owner (X) Officer (give title below) ( ) Other  
 (specify below)  
 Chief Financial Officer
7. 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 Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security | 2. Date of Transaction | 3. Code | 4. Securities Acquired (A) or Disposed of (D)<br>Amount | 5. Amount of Securities Beneficially Owned at End of Month |
|----------------------|------------------------|---------|---|--|
| Common Stock         | 8/1/2002               | A       | V 1110  | 1  |
| Common Stock 1       | 9/13/2002              | A       | 4680  |  |
| Common Stock 1       | 9/13/2002              | A       | 2287  | 49429  |
| Common Stock         |                        |         |   | 92   |
| Common Stock         |                        |         |   | 22029.4707 2   |

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Derivative Security | 2. Conversion | 3. Transaction | 4. | 5. Number of Derivative Securities | 6. Date Exercisable and | 7. Title and Amount of Underlying | 8. Percentage of |
|---------------------------------|---------------|----------------|----|------------------------------------|-------------------------|-----------------------------------|------------------|
|---------------------------------|---------------|----------------|----|------------------------------------|-------------------------|-----------------------------------|------------------|

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| For Exercise                | Price of Derivative Security | Date       | Code | V | Amount   | Acquired(A) or Disposed of(D) | Expiration Date(Month/Day/Year) | Expiration Date(Expiration Date) | Securities Title and Number of Shares | Value    | Other |
|-----------------------------|------------------------------|------------|------|---|----------|-------------------------------|---------------------------------|----------------------------------|---------------------------------------|----------|-------|
| Series A Preferred Stock    | 3                            | 9/30/2001  | A    | V | 124.6825 | A                             | 5                               |                                  | Common Stock                          | 124.6825 | 6     |
| Series A Preferred Stock    | 3                            | 12/31/2001 | A    | V | 31.6419  | A                             | 5                               |                                  | Common Stock                          | 31.6419  | 6     |
| Series A Preferred Stock    | 3                            | 3/31/2002  | A    | V | 29.5497  | A                             | 5                               |                                  | Common Stock                          | 29.5497  | 6     |
| Series A Preferred Stock    | 3                            | 6/30/2002  | A    | V | 77.2667  | A                             | 5                               |                                  | Common Stock                          | 77.2667  | 6     |
| Stock Option (right to buy) | 91.325                       | 9/13/2002  | A    |   | 54750    | A                             | 9/13/05                         | 9/13/12                          | Common Stock                          | 54750    | 10    |

Explanation of Responses:

- Shares awarded pursuant to Issuer's 2001 Stock Plan.
- Between 7/1/01 and 6/30/02, reporting person acquired 906.6835 shares of Common Stock under Issuer's Profit Sharing Trust and Employee Stock Ownership Plan.
- Higher of \$13.75 or market price of Common Stock.
- Series A Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for period 7/1/01 and 9/30/01.
- Series A Preferred held by Retirement Plan Trustees. If officer terminates employment or after age 50 elects alternative investment with Retirement Plan, Preferred Stock converted/redeemed at specified conversion/exercise price.
- Series A Preferred Stock allocated to officer's Retirement Plan account pursuant to Retirement Plan provisions.
- Series A Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for period 10/1/01 and 12/31/01.
- Series A Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for the period 1/1/02 and 3/31/02.
- Series A Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for the period 4/1/02 and 6/30/02
- Employee stock option granted under Issuer's 2001 Stock Plan.