

PROCTER &amp; GAMBLE CO

Form 4

February 17, 2006

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**JOHNSON JAMES J**

(Last) (First) (Middle)

**C/O THE PROCTER & GAMBLE  
COMPANY,, ONE PROCTER &  
GAMBLE PLAZA**

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

PROCTER &amp; GAMBLE CO [PG]

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

02/15/2006

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_\_ Other (specify  
below) below)

Chief Legal Officer

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 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------------------|------------|------------|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount            | (A) or (D) | Price      |   |  |   |
| Common Stock                    | 11/17/2005                           |  | G                              | V   | 153,888           | D          | \$ 0       | 186,666.52  | D  |   |
| Common Stock                    | 02/15/2006                           |  | F                              |   | 15 <sup>(1)</sup> | D          | \$ 59.98   | 187,173.818 <sub>(2)</sub>  | D  |   |
| Common Stock                    | 02/16/2006                           |  | M                              |   | 70,894            | A          | \$ 20.2962 | 258,067.818   | D  |   |
| Common Stock                    | 02/16/2006                           |  | F                              |   | 19,741            | D          | \$ 60.42   | 238,326.818   | D  |   |
| Common Stock                    | 02/16/2006                           |  | M                              |   | 27,330            | A          | \$ 21.9407 | 265,656.818   | D  |   |

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|              |            |  |     |         |   |          |             |   |          |
|--------------|------------|--|-----|---------|---|----------|-------------|---|----------|
| Common Stock | 02/16/2006 |  | F   | 7,911   | D | \$ 60.42 | 257,745.818 | D |          |
| Common Stock | 02/16/2006 |  | S   | 12,000  | D | \$ 60.43 | 245,745.818 | D |          |
| Common Stock | 02/16/2006 |  | S   | 1,700   | D | \$ 60.41 | 244,045.818 | D |          |
| Common Stock | 02/16/2006 |  | S   | 6,800   | D | \$ 60.4  | 237,245.818 | D |          |
| Common Stock | 02/16/2006 |  | S   | 15,600  | D | \$ 60.37 | 221,645.818 | D |          |
| Common Stock | 02/16/2006 |  | S   | 7,300   | D | \$ 60.38 | 214,345.818 | D |          |
| Common Stock | 02/16/2006 |  | S   | 12,300  | D | \$ 60.36 | 202,045.818 | D |          |
| Common Stock | 02/16/2006 |  | S   | 1,200   | D | \$ 60.39 | 200,845.818 | D |          |
| Common Stock | 02/16/2006 |  | S   | 3,500   | D | \$ 60.35 | 197,345.818 | D |          |
| Common Stock | 02/16/2006 |  | S   | 1,100   | D | \$ 60.34 | 196,245.818 | D |          |
| Common Stock | 02/16/2006 |  | S   | 3,000   | D | \$ 60.33 | 193,245.818 | D |          |
| Common Stock | 02/16/2006 |  | S   | 5,500   | D | \$ 60.32 | 187,745.818 | D |          |
| Common Stock | 11/17/2005 |  | G V | 153,888 | A | \$ 0     | 153,888     | I | By Trust |
| Common Stock | 12/21/2005 |  | G V | 340     | D | \$ 0     | 153,548     | I | By Trust |
| Common Stock | 12/22/2005 |  | G V | 3,400   | D | \$ 0     | 150,148     | I | By Trust |

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

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(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 | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|

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| Derivative<br>Security               |            |            | Code | V | (A) | (D)    | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
|--------------------------------------|------------|------------|------|---|-----|--------|---------------------|--------------------|-----------------|-------------------------------------|
|                                      |            |            |      |   |     |        |                     |                    |                 |                                     |
| Stock<br>Option<br>(right to<br>buy) | \$ 20.2962 | 02/16/2006 | M    |   |     | 70,894 | 02/28/1997          | 03/01/2006         | Common<br>Stock | 70,894                              |
| Stock<br>Option<br>(right to<br>buy) | \$ 21.9407 | 02/16/2006 | M    |   |     | 27,330 | 07/10/1997          | 07/10/2006         | Common<br>Stock | 27,330                              |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                     |       |
|--|---------------|-----------|---------------------|-------|
|  | Director      | 10% Owner | Officer             | Other |
| JOHNSON JAMES J<br>C/O THE PROCTER & GAMBLE COMPANY,<br>ONE PROCTER & GAMBLE PLAZA<br>CINCINNATI, OH 45202 |               |           | Chief Legal Officer |       |

## Signatures

/s/Adam Newton as Attorney-in-Fact for James J. Johnson 02/17/2006

\_\_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) Automatic conversion of Restricted Stock Units (RSUs) to withhold for taxes due upon dividend equivalents granted in the form of RSUs on February 15, 2006.
- (2) Total includes grant of 522,298 dividend equivalents in the form of RSUs on February 15, 2006, pursuant to the Issuer's 2001 Stock and Incentive Compensation Plan.

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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