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PROCTER & GAMBLE CO

Form 5

February 18, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

() Form 3 Holdings Reported

() Form 4 Transactions Reported

1. Name and Address of Reporting Person

R. Kerry Clark

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

8/2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(X) Director () 10% Owner (X) Officer (give title below) () Other

(specify below)

Vice Chairman of the Board and President-Market Dev. and Business Operations

7. Individual or Joint/Group Reporting (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. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	A/D	Price	5. Amount of Securities Beneficially Owned at End of Year
Common Stock						41204
Common Stock						3184.8061
Common Stock	10/29/2001	G	465	D		
Common Stock	12/17/2001	G	315	D		1262
Common Stock	12/17/2001	G	125	A		260
Common Stock	12/17/2001	G	125	A		260

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

1.Title of Derivative Security	2.Con version or Exer cise Pr lice of Deriva tive Secu rity	3. Transaction Date	4. Code	5.Number of De rivative Secu rities Acqui red(A) or Dis posed of(D)	6.Date Exer cisable and Expiration Date(Month/ Day/Year) Date Expir A/ Exer- ation D cisa- Date ble	7.Title and Amount of Underlying Securities	8.P of vat Sec rit
				Amount		Title and Number of Shares	

Explanation of Responses:
SIGNATURE OF REPORTING PERSON
R. Kerry Clark