

PROCTER & GAMBLE CO  
Form 4  
August 24, 2005

**FORM 4**

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

OMB APPROVAL

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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 \*  
STENGEL JAMES R

(Last) (First) (Middle)

ONE PROCTER AND 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)  
08/22/2005

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)  
Global Marketing 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 (Instr. 4)	
			Code	V	Amount or Price			
Common Stock	08/22/2005		M		\$ 12,486	A	\$ 29.8768 30,166.54 (1)	D
Common Stock	08/22/2005		M		\$ 3,230	A	\$ 37.4778 33,396.54	D
Common Stock	08/22/2005		M		\$ 11,708	A	\$ 41.9732 45,104.54	D
Common Stock	08/22/2005		M		\$ 2,788	A	\$ 45.2129 47,892.54	D
Common Stock	08/22/2005		S		\$ 25,200	D	\$ 55.26 22,692.54	D

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Common Stock	08/22/2005	S	4,300	D	\$ 55.3	18,392.54	D	
Common Stock	08/22/2005	S	200	D	\$ 55.31	18,192.54	D	
Common Stock	08/22/2005	S	512	D	\$ 55.28	17,680.54	D	
Common Stock						110	I	By Daughter
Common Stock						11,930.4	I	By Retirement Plan Trustees
Common Stock						130	I	By Son

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 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 29.8768	08/22/2005		M	12,486 (2)	02/28/1998	02/28/2007	Common Stock	12,486
Stock Option (right to buy)	\$ 37.4778	08/22/2005		M	3,230 (2)	07/09/1998	07/09/2007	Common Stock	3,230
Stock Option (right to buy)	\$ 41.9732	08/22/2005		M	11,708 (3)	02/27/1999	02/27/2008	Common Stock	11,708

Stock Option (right to buy)	\$ 45.2129	08/22/2005	M	2,788 <u>(3)</u>	07/09/1999	07/09/2008	Common Stock	2,788
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STENGEL JAMES R ONE PROCTER AND GAMBLE PLAZA CINCINNATI, OH 45202			Global Marketing Officer	

## Signatures

JAMES R.  
STENGEL                                      08/24/2005

      Signature of                                      Date  
Reporting Person

## 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) Total reflects grant of dividend equivalents in the form of RSUs on November 15, 2004, February 15, 2005 and May 16, 2005, pursuant to Issuer's 2001 Stock and Incentive Compensation Plan.
- (2) Shares adjusted for 2-for-1 stock splits on 8/22/97 and 5/21/04.
- (3) Shares adjusted for 2-for-1 stock split on May 21, 2004.

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.