

TASTAD CAROLYN M
Form 4
March 02, 2018

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 *
TASTAD CAROLYN M

(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)
11/15/2017

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)
Group President - NA SMO

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 Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/29/2017		G	V 225 D \$ 0	56,939.336 (1)	D	
Common Stock	02/28/2018		S	1,841 (2) D \$ 78,9442	55,200.858 (3)	D	
Common Stock	02/28/2018		A	4,638 A \$ 0 (4)	59,838.858	D	
Common Stock	03/01/2018		S	94 (2) D \$ 78.5908 (5)	59,744.858	D	
Common Stock					3,389.5965 (6)	I	By Retirement

Common Stock	1,993.2817	I	Plan Trustee By Spouse
Common Stock	566.6937 ⁽⁶⁾	I	By Spouse, By Retirement Plan Trustees

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 Share
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Restricted Stock Units	<u>(7)</u>	11/15/2017		A V	23.225	<u>(8)</u> <u>(8)</u>	Common Stock	23.225
Restricted Stock Units	<u>(7)</u>	02/15/2018		A V	25.417	<u>(8)</u> <u>(8)</u>	Common Stock	25.417
Stock Option (Right to Buy)	\$ 78.52	02/28/2018		A	88,106	02/26/2021 02/28/2028	Common Stock	88,106

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TASTAD CAROLYN M			Group	

ONE PROCTER & GAMBLE PLAZA
CINCINNATI, OH 45202

President -
NA SMO

Signatures

/s/ Robert B. White, attorney-in-fact for Carolyn M.
Tastad

03/02/2018

__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) Total includes grant of dividend equivalents in the form of Restricted Stock Units (RSU's) settled in common stock and adjustment of dividend equivalents in the form of Performance Stock Units.
- (2) Shares sold to cover tax obligations upon settlement of Restricted Stock Unit award.
- (3) Total includes grant of dividend equivalents in the form of Restricted Stock Units (RSU's) settled in common stock.
- (4) Restricted Stock Units awarded pursuant to issuer's 2014 Stock and Incentive Compensation Plan.
- (5) Weighted average price of the shares sold. The price range was \$78.59 to \$78.611. Full information regarding the number of shares sold at each separate price available upon request.
- (6) Reflects adjustment to PST through December 31, 2017.
- (7) Dividend equivalents in the form of 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.
- (8) 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.

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.