

Edgar Filing: PROCTER & GAMBLE CO - Form 4

PROCTER & GAMBLE CO

Form 4

November 20, 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

Marina v.N. Whitman

The University of Michigan

411 Lorch Hall, 611 Tappan Street

MI, Ann Arbor 48109-1220

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

11/19/2002

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

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

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

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. Transaction Date	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month
Common Stock	11/18/2002	S	3800 D	86.16
Common Stock	11/18/2002	S	230 D	86.19
Common Stock	11/19/2002	M	2015 A	32.8707 1
Common Stock	11/19/2002	M	2015 A	40.5924 1 7445

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction	4. Transaction	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration	7. Title and Amount of Underlying Securities	8. Percentage of Total
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Exercise Price of Derivative Security	Date	Code	V	Amount	red(A) or Disposed of (D)	Date (Month/Day/Year)	Expiration Date	Title and Number of Shares	2015	3
Stock Option (right to buy)	\$33.125	11/19	M	2015	D	2/28/96	2/28/05	Common Stock	2015	3
Stock Option (right to buy)	\$40.9063	11/19	M	2015	D	3/1/97	3/1/06	Common Stock	2015	3

Explanation of Responses:

1. Due to the spin-off of a portion of Issuer's business, reporting person's stock option exercise price was adjusted, pursuant to the anti-dilution provisions of Issuer's stock option plan, in order to preserve the pre-spin-off value of the option.
2. Original exercise price before adjustment for spin-off, as indicated in Footnote 1 above.
3. Director stock option granted under the 1993 Non-Employee Directors' Stock Plan.