GILLETTE CO Form 4 October 04, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person ** KILTS JAMES M			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
			GILLETTE CO [G]			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
PRUDENTIAL BUILDING - 42			(Month/Day/Year) 10/01/2005	X Director 10% OwnerX Officer (give title Other (specify below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
BOSTON, MA	021998004		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(Stata)	(7in)				

(City)	(State)	(Zip) Ta	ble I - Non	-Derivative Se	curiti	es Acqui	red, Disposed of	, or Beneficia	lly 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) ionor Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock \$1 Par value	10/01/2005		M	111,187.9	, ,	\$ 0	152,037	D	
Common Stock \$1 Par value	10/01/2005		D	111,187.9	D	\$ 57.16	40,849.1	D	
Common Stock \$1 Par value	10/01/2005		D <u>(1)</u>	40,849.1	D	\$ 0	0	D	
Common Stock \$1	10/01/2005		D <u>(1)</u>	700	D	\$ 0	0	I	By Daughter

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Par value								
Common Stock \$1 Par value	10/01/2005	D <u>(1)</u>	1,644.9	D	\$ 0	0	I	By Savings Plan Trust - 401(k)
Common Stock \$1 Par value	10/01/2005	D <u>(1)</u>	100	D	\$ 0	0	I	By Son
Common Stock \$1 Par value	10/01/2005	D <u>(1)</u>	29,274	D	\$ 0	0	I	By The Atlas Heritage Foundation

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

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SEC 1474

(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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerci: Expiration Dat (Month/Day/Y	e	7. Title and Ar Underlying Sec (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title 1
Supplemental Savings Plan Units	<u>(2)</u>	10/01/2005		D(3)	8,249.8	10/01/2005	10/01/2005	Common Stock \$1 Par value
Stock Units	<u>(2)</u>	10/01/2005		M	111,187.9	10/01/2005	10/01/2005	Common Stock \$1 Par value
Employee StockOption (right to buy)	\$ 32.38	10/01/2005		D <u>(4)</u>	1,000,000	06/19/2004	06/18/2013	Common Stock \$1 Par value
Employee Stock Option (right to buy)	\$ 34.16	10/01/2005		D <u>(4)</u>	2,000,000	01/19/2001	01/18/2011	Common Stock \$1 Par value
Employee Stock Option (right to buy)	\$ 28.26	10/01/2005		D <u>(4)</u>	639,386	06/21/2002	06/20/2011	Common Stock \$1 Par value
Employee Stock Option	\$ 35.58	10/01/2005		D(4)	700,000	06/20/2003	06/19/2012	Common Stock \$1

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(right to buy)							Par value
Employee Stock Option (right to buy)	\$ 36.32	10/01/2005	D <u>(4)</u>	1,000,000	01/19/2005	01/01/2014	Common Stock \$1 Par value
Employee Stock Option (right to buy)	\$ 43.1	10/01/2005	D(4)	1,000,000	06/17/2005	06/16/2014	Common Stock \$1 Par value
Employee Stock Option (right to buy)	\$ 51.96	10/01/2005	D <u>(4)</u>	800,000	06/16/2006	06/15/2015	Common Stock \$1 Par value

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
KILTS JAMES M PRUDENTIAL TOWER BUILDING - 42 BOSTON, MA 021998004	X		Chairman of the Board & CEO			

Signatures

By: Carol S. Fischman as Attorney in Fact 10/01/2005

**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).
- Disposed of pursuant to merger agreement between The Gillette Company and The Procter & Gamble Company in exchange for shares of (1) The Procter & Gamble Company at an exchange ratio of .975 per share having a market price of \$59.46 per share on the effective date of the merger.
- (2) 1-for-1
- (3) These stock units were assumed by The Procter & Gamble Company in the merger and replaced with stock units of The Procter & Gamble Company converted at an exchange ration of .975 per unit.
- (4) This option was assumed by The Procter & Gamble Company in the merger and replaced with an option to purchase shares of The Procter & Gamble Company converted at an exchange ratio of .975 per share.

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.

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