

Moeller Jon R
Form 4
March 02, 2018

FORM 4

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

OMB APPROVAL

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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 *
Moeller Jon R

(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)
08/15/2017

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)
Vice Chairman and CFO

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/28/2018		A	8,916 A \$ 0 ⁽¹⁾	123,598.585 ₍₂₎	D	
Common Stock	03/01/2018		S	2,794 ₍₃₎ D \$ 78.5908 ₍₄₎	120,804.585	D	
Common Stock	03/01/2018		S	458 ₍₃₎ D \$ 78.5908 ₍₄₎	8,567.191 ₍₂₎	I	By Spouse
Common Stock					16,090.3869 ₍₅₎	I	By Retirement Plan

Common Stock	17,058.1991 <u>(5)</u>	I	Trustees By Spouse, By Retirement Plan Trustees
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Underlying Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Share
Restricted Stock Units	<u>(6)</u>	08/15/2017		A	V	102.549		<u>(7)</u>	<u>(7)</u>	Common Stock	102
Series A Preferred Stock	<u>(8)</u>	09/30/2017 ⁽⁹⁾		A	V	168.7306		<u>(10)</u>	<u>(10)</u>	Common Stock	168
Series A Preferred Stock	<u>(8)</u>	09/30/2017 ⁽⁹⁾		A	V	168.7306		<u>(10)</u>	<u>(10)</u>	Common Stock	168
Restricted Stock Units	<u>(6)</u>	11/15/2017		A	V	118.91		<u>(7)</u>	<u>(7)</u>	Common Stock	118
Restricted Stock Units	<u>(6)</u>	02/15/2018		A	V	130.133		<u>(7)</u>	<u>(7)</u>	Common Stock	130
Stock Option (Right to Buy)	\$ 78.52	02/28/2018		A		169,365		02/26/2021	02/28/2028	Common Stock	169

