

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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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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) 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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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	
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

