

PROCTER & GAMBLE CO  
Form FWP  
February 04, 2009

Filed Pursuant to 433  
Registration No. 333-145938  
February 3, 2009

**Pricing Term Sheet**  
**The Procter & Gamble Company**  
4.700% Notes due February 15, 2019

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| <b>Issuer:</b>                             | The Procter & Gamble Company  |
| <b>Aggregate Principal Amount Offered:</b> | \$1,250,000,000   |
| <b>Maturity Date:</b>                      | February 15, 2019   |
| <b>Coupon (Interest Rate):</b>             | 4.700%  |
| <b>Price to Public (Issue Price):</b>      | 99.824% of principal amount   |
| <b>Yield to Maturity:</b>                  | 4.722%  |
| <b>Spread to Benchmark Treasury:</b>       | +185.0 basis points   |
| <b>Benchmark Treasury:</b>                 | 3.750% due November 15, 2018  |
| <b>Benchmark Treasury Yield:</b>           | 2.872%  |
| <b>Interest Payment Dates:</b>             | February 15 and August 15, commencing August 15, 2009   |
| <b>Day Count Convention:</b>               | 30/360  |
| <b>Make-whole Redemption:</b>              | At any time at the greater of 100% or a discount rate of Treasury plus 35 basis points  |
| <b>Trade Date:</b>                         | February 3, 2009  |
| <b>Settlement Date:</b>                    | February 6, 2009 (T+3)  |
| <b>CUSIP Number:</b>                       | 742718DN6   |
| <b>ISIN Number:</b>                        | US742718DN67  |
| <b>Denominations:</b>                      | \$2,000 x \$1,000   |
| <b>Joint Book-Running Managers:</b>        | Deutsche Bank Securities Inc., HSBC Securities (USA) Inc., J.P. Morgan Securities Inc.  |
| <b>Senior Co-Managers:</b>                 | Citigroup Global Markets Inc., Goldman, Sachs & Co., Greenwich Capital Markets, Inc.,<br>Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. Incorporated, RBC<br>Capital Markets Corporation  |
| <b>Co-Managers:</b>                        | Barclays Capital Inc., Fifth Third Securities, Inc., Fortis Securities, ING Financial<br>Markets LLC, Mitsubishi UFJ Securities International plc, PNC Capital Markets LLC, UBS<br>Securities LLC   |
| <b>Type of Offering:</b>                   | SEC Registered  |
| <b>Listing:</b>                            | None  |
| <b>Long-term Debt Ratings:</b>             | Moody s: Aa3 (Negative Outlook); S&P: AA- (Stable)<br>(1) \$750,000,000 of 3.500% Notes due February 15, 2015 expected to be issued on February 6,<br>2009 by The Procter & Gamble Company, and (2) \$1,000,000,000 of Floating Rate Notes due<br>February 8, 2010, expected to be issued on February 6, 2009 by Procter & Gamble |
| <b>Concurrent Offerings:</b>               |   |

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International Funding SCA, fully and unconditionally guaranteed by The Procter & Gamble Company. The closing of the offering of the notes offered hereby is not contingent on the closing of the concurrent offerings.

**Note:** A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time

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