

PROCTER & GAMBLE CO  
Form 5  
August 15, 2005

**FORM 5**

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

Check this box if  
no longer subject  
to Section 16.  
Form 4 or Form  
5 obligations  
may continue.  
See Instruction  
1(b).  
Form 3 Holdings  
Reported  
Form 4  
Transactions  
Reported

**ANNUAL 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

## OMB APPROVAL

OMB  
Number: 3235-0362  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 1.0

1. Name and Address of Reporting Person \*  
**JOHNSON JAMES J**

(Last) (First) (Middle)

**ONE PROCTER AND GAMBLE  
PLAZA**

(Street)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**PROCTER & GAMBLE CO [PG]**

3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
**06/30/2005**

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)  
Chief Legal Officer

6. Individual or Joint/Group Reporting

(check applicable line)

**CINCINNATI, OH 45202**

☒ Form Filed by One Reporting Person  
☐ Form Filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |                  |              | 5. Amount of<br>Securities<br>Beneficially<br>Owned at end<br>of Issuer's<br>Fiscal Year<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|---|------------------|--------------|--|---|---|
|                                       |   |   |   | Amount  | (A)<br>or<br>(D) | Price        |  |   |   |
| Common<br>Stock                       | 02/15/2005                              | Â   | F4                                      | 13 <sup>(1)</sup>   | D                | \$<br>53.165 | 328,034.421  | D   | Â   |
| Common<br>Stock                       | 05/16/2005                              | Â   | F4                                      | 13 <sup>(1)</sup>   | D                | \$<br>55.045 | 328,021.421<br><sup>(2)</sup>  | D   | Â   |
| Common<br>Stock                       | Â                                       | Â   | Â                                       | Â   | Â                | Â            | 66,008.8647  | I   | By<br>Retirement<br>Plan<br>Trustees                              |
|                                       | Â                                       | Â   | Â                                       | Â   | Â                | Â            | 1,032  | I   |   |

# Edgar Filing: PROCTER & GAMBLE CO - Form 5

Common  
Stock

By Son,  
Bradley

Common  
Stock

^

^

^

^

^

^

8,864

I

By Spouse

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.**

SEC 2270  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. of<br>of<br>D<br>S<br>B<br>O<br>E<br>I<br>F<br>(I |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   |                                      | (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares               |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

JOHNSON JAMES J  
ONE PROCTER AND GAMBLE PLAZA  
CINCINNATI, OH 45202

^

^

^

Chief Legal Officer

^

## Signatures

ADAM NEWTON as Attorney-In-Fact for James J.  
Johnson

08/15/2005

\*\*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).

(1) The Issuer inadvertently failed to report the automatic conversion of restricted stock units to withhold for taxes due upon dividend equivalents granted in the form of RSUs on February 15 and May 16, 2005.

(2) Total reflects grant of dividend equivalents in the form of RSUs on November 15, 2004, February 15, 2005 and May 16, 2005, pursuant to Issuer's 2001 Stock and Incentive Compensation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

## Edgar Filing: PROCTER & GAMBLE CO - Form 5

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.