

PROCTER & GAMBLE CO  
Form 4  
February 17, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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

**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 \*  
JOHNSON JAMES J

(Last) (First) (Middle)

C/O THE PROCTER & GAMBLE COMPANY,, 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)  
02/15/2006

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 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                    | 11/17/2005                           |  | G                              | V   | 153,888   | D  | \$ 0  |
| Common Stock                    | 02/15/2006                           |  | F                              |   | 15 <sup>(1)</sup>   | D  | \$ 59.98  |
| Common Stock                    | 02/16/2006                           |  | M                              |   | 70,894  | A  | \$ 20.2962  |
| Common Stock                    | 02/16/2006                           |  | F                              |   | 19,741  | D  | \$ 60.42  |
| Common Stock                    | 02/16/2006                           |  | M                              |   | 27,330  | A  | \$ 21.9407  |
|                                 |                                      |  |                                |   |   |  | 186,666.52  |
|                                 |                                      |  |                                |   |   |  | 187,173.818 <sup>(2)</sup>                            |
|                                 |                                      |  |                                |   |   |  | 258,067.818   |
|                                 |                                      |  |                                |   |   |  | 238,326.818   |
|                                 |                                      |  |                                |   |   |  | 265,656.818   |

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|              |            |  |     |         |   |          |             |   |          |
|--------------|------------|--|-----|---------|---|----------|-------------|---|----------|
| Common Stock | 02/16/2006 |  | F   | 7,911   | D | \$ 60.42 | 257,745.818 | D |          |
| Common Stock | 02/16/2006 |  | S   | 12,000  | D | \$ 60.43 | 245,745.818 | D |          |
| Common Stock | 02/16/2006 |  | S   | 1,700   | D | \$ 60.41 | 244,045.818 | D |          |
| Common Stock | 02/16/2006 |  | S   | 6,800   | D | \$ 60.4  | 237,245.818 | D |          |
| Common Stock | 02/16/2006 |  | S   | 15,600  | D | \$ 60.37 | 221,645.818 | D |          |
| Common Stock | 02/16/2006 |  | S   | 7,300   | D | \$ 60.38 | 214,345.818 | D |          |
| Common Stock | 02/16/2006 |  | S   | 12,300  | D | \$ 60.36 | 202,045.818 | D |          |
| Common Stock | 02/16/2006 |  | S   | 1,200   | D | \$ 60.39 | 200,845.818 | D |          |
| Common Stock | 02/16/2006 |  | S   | 3,500   | D | \$ 60.35 | 197,345.818 | D |          |
| Common Stock | 02/16/2006 |  | S   | 1,100   | D | \$ 60.34 | 196,245.818 | D |          |
| Common Stock | 02/16/2006 |  | S   | 3,000   | D | \$ 60.33 | 193,245.818 | D |          |
| Common Stock | 02/16/2006 |  | S   | 5,500   | D | \$ 60.32 | 187,745.818 | D |          |
| Common Stock | 11/17/2005 |  | G V | 153,888 | A | \$ 0     | 153,888     | I | By Trust |
| Common Stock | 12/21/2005 |  | G V | 340     | D | \$ 0     | 153,548     | I | By Trust |
| Common Stock | 12/22/2005 |  | G V | 3,400   | D | \$ 0     | 150,148     | I | By Trust |

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

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(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 | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|

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| Derivative Security         |            |            | or Disposed of (D) (Instr. 3, 4, and 5) |           | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|-----------------------------|------------|------------|---|-----------|------------------|-----------------|--------------|----------------------------|
|                             |            |            | Code                                    | V (A) (D) |                  |                 |              |                            |
| Stock Option (right to buy) | \$ 20.2962 | 02/16/2006 | M                                       | 70,894    | 02/28/1997       | 03/01/2006      | Common Stock | 70,894                     |
| Stock Option (right to buy) | \$ 21.9407 | 02/16/2006 | M                                       | 27,330    | 07/10/1997       | 07/10/2006      | Common Stock | 27,330                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                     |       |
|--|---------------|-----------|---------------------|-------|
|  | Director      | 10% Owner | Officer             | Other |
| JOHNSON JAMES J<br>C/O THE PROCTER & GAMBLE COMPANY,<br>ONE PROCTER & GAMBLE PLAZA<br>CINCINNATI, OH 45202 |               |           | Chief Legal Officer |       |

## Signatures

/s/Adam Newton as Attorney-in-Fact for James J. Johnson  
02/17/2006

\_\_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) Automatic conversion of Restricted Stock Units (RSUs) to withhold for taxes due upon dividend equivalents granted in the form of RSUs on February 15, 2006.
- (2) Total includes grant of 522,298 dividend equivalents in the form of RSUs on February 15, 2006, pursuant to the Issuer's 2001 Stock and Incentive Compensation Plan.

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.