

PROCTER & GAMBLE CO
Form 3
August 08, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â Sheppard Valarie L
(Last) (First) (Middle)

2. Date of Event Requiring Statement
(Month/Day/Year)
08/01/2005

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

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

ONE PROCTER AND
GAMBLE PLAZAONE
PROCTER

(Check all applicable)

(Street)

Director 10% Owner
 Officer Other
(give title below) (specify below)
Comptroller

CINCINNATI, OH 45202

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	10,118	D	Â
Common Stock	5,278.4098	I	By Retirement Plan Trustees

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Series A Preferred Stock	Â (1)	Â (1)	Common Stock	4,615.1547	\$ (2)	I	By Retirement Plan Trustees
Stock Option (right to buy)	02/28/1997	03/01/2006	Common Stock	1,370	\$ 20.2962	D	Â
Stock Option (right to buy)	02/28/1998	02/28/2007	Common Stock	2,784	\$ 29.8768	D	Â
Stock Option (right to buy)	02/27/1999	02/27/2008	Common Stock	3,530	\$ 41.9732	D	Â
Stock Option (right to buy)	02/26/2002	02/26/2014	Common Stock	1,936	\$ 44.2656	D	Â
Stock Option (right to buy)	09/15/2002	09/15/2014	Common Stock	4,814	\$ 47.4759	D	Â
Stock Option (right to buy)	09/15/2002	09/15/2015	Common Stock	10,710	\$ 31.0118	D	Â
Stock Option (right to buy)	09/24/2004	09/24/2016	Common Stock	11,622	\$ 34.5688	D	Â
Stock Option (right to buy)	09/13/2005	09/13/2012	Common Stock	10,408	\$ 45.6625	D	Â
Stock Option (right to buy)	02/27/2007	02/27/2014	Common Stock	26,174	\$ 51.415	D	Â
Stock Option (right to buy)	02/28/2008	02/28/2015	Common Stock	23,507	\$ 53.595	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sheppard Valarie L ONE PROCTER AND GAMBLE PLAZAONE PROCTER CINCINNATI, OH 45202	Â	Â	Â Comptroller	Â

Signatures

VALARIE L.
SHEPPARD

08/01/2005

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Shares held by Retirement Plan Trustees. If officer terminates employment and elects distribution of shares, or, if after age 50 elects alternative investment within Plan, Preferred Stock converted/redeemed at specified conversion/exercise price.
- (2) Higher of \$6.82 (adjusted for 2-for-1 stock split effective May 21, 2004) or market price of Common Stock.

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.