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PROCTER & GAMBLE CO

Form 4

February 18, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person

R. Kerry Clark

One Procter and Gamble Plaza

OH, Cincinnati 45202

2. Issuer Name and Ticker or Trading Symbol

The Procter and Gamble Company (PG)

3. IRS or Social Security Number of Reporting Person (Voluntary)

N/A

4. Statement for Month/Day/Year

2/13/2003

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

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(X) Director () 10% Owner (X) Officer (give title below) () Other

(specify below)

Vice Chairman of the Board and President-Market Dev. and Business Operations

7. Individual or Joint/Group Filing (Check Applicable Line)

(X) 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	2. Trans- action Date	2A. Exec- ution Date	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D) Amount	A/ D	Price	5. Amount of Securities Beneficially Owned Following Reported Trans(s)
Common Stock	11/19/ 2002		G V	230	D		
Common Stock	2/13/ 2003		M	6500	A	25.5870	
Common Stock	2/13/ 2003		F	1553	D	82.4200	45921
Common Stock							3600.6325 1
Common Stock	11/19/ 2002		G V	230	D		
Common Stock	12/10/ 2002		G V	495	D		537
Common Stock	11/19/ 2002		G V	230	A		490
Common Stock	11/19/ 2002		G V	230	A		490

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| 2002 | | | | | | |

Table II -- Derivative Securites Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Con- version or Exer- cise Price of Deriva- tive Secu- rity	3. Trans- action (Month/ Day/ Year)	3A. Deemed Execu- tion (Month/ Day/ Year)	4. Trans- action Code	5. Number of De rivative Secu rities Acqui red(A) or Dis posed of(D) Amount V	6. Date Exer- cisable and Expiration Date(Month/ Day/Year) Date Expir- ation Date	7. Title and Amount of Underlying Securities Title and Number of Shares	8. P of vat Sec rit
Series A Pref- erred Stock	2	9/30/ 2 002 3		A	V 93.389	A 4	Common Stock	93.389 5
Stock Option (right to buy)	\$25.5870 6	2/13/ 2 003		M	6500 7	D 2/26/ 94 2/26/ 03	Common Stock	6500

Explanation of Responses:

1. Between 7/1/02 and 9/30/02, the reporting person acquired 415.8264 shares of Common Stock under The Procter & Gamble Profit Sharing Trust and Employee Stock Ownership Plan.

2. Higher of \$13.75 or market price of Common Stock.

3. Series A Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for period 7/1/02 and 9/30/02.

4. 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.

5. Series A Preferred Stock allocated to officer's Retirement Plan account pursuant to Retirement Plan provisions.

6. Due to the spin-off of a portion of Issuer's business, reporting person's stock option exercise price was adjusted, pursuant to the anti-dilution provisions of Issuer's stock option plan, in order to preserve the pre-spin-off value of the option.

7. Due to the spin-off of a portion of Issuer's business, the number of shares of the option were adjusted, pursuant to the anti-dilution provisions of Issuer's stock option plan, in order to preserve the pre-spin-off value of the option.

SIGNATURE OF REPORTING PERSON

R. Kerry Clark