



# Edgar Filing: PROCTER & GAMBLE CO - Form 4

Derivative Security	(Month/Day/Year)	(Month/Day/Year)	Code	V	Amount	Date Acquired	Expiration Date	Title and Number of Shares
Series A Preferred Stock	2/9/30/02	2/002 3	A	V	95.9355	A 4		Common Stock 95.9355
Stock Option (right to buy)	\$25.5870 6	1/30/03	M		8666 7	D 94	2/26/03	Common Stock 8666 7

## Explanation of Responses:

- Between 7/1/02 and 9/30/02, reporting person acquired 448.7596 shares of Common Stock under Issuer's Profit Sharing Trust and Employee Stock Ownership Plan.
- Higher of \$13.75 or market price of Common Stock.
- 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.
- 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.
- Series A Preferred Stock allocated to officer's Retirement Plan account pursuant to Retirement Plan provisions.
- 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.
- 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

Robert A. McDonald