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PROCTER & GAMBLE CO

Form 4

February 03, 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

Robert A. McDonald

One Procter and Gamble Plaza

OH, Cincinnati 45202

Issuer Name and Ticker or Trading Symbol The Procter and Gamble Company (PG)

- 3. IRS or Social Security Number of Reporting Person (Voluntary) $\ensuremath{\mathrm{N/A}}$
- 4. Statement for Month/Day/Year 1/30/2003
- 5. If Amendment, Date of Original (Month/Day/Year)
- 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 () Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)

President-Global Fabric and Home Care

- 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 (Dwned
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1. Title of Securit	Trans		Tra	ns	or Disposed of	(A)	5.Amount of Securities Beneficially Owned Following	
	Date	Date	Cod	e V	Amount	D	Price	Reported Trans(s)
Common Stock					•	A 	\$25.5870 	
Common Stock	1/30/ 2003					D 	84.85 	
Common Stock					•	D 	84.85 	13859
Common Stock	 	 	 	I	 		 	10855.5663 1

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

1.Title of	2.Con-	13.	3A.	4.	5.Numbe	r of De	6.Date Exer 7	.Title and Amount	8.P
Derivative	version	Trans-	Deemed	d Trans-	rivati	ve Secu	cisable and	of Underlying	of
Security	or Exer	action		action	rities	Acqui	Expiration	Securities	vat
	cise	1	Execu-	-	red(A)	or Dis	Date(Month/		Sec
	Price of	[]	ution		posed	of(D)	Day/Year)		rit

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r	Deriva-		1					Date	Expir	1			
1	tive		1	1		1	A/	/ Exer-	ation	Titl	Le and	Number	
1	Secu-	(Month	n/ (Month	1			D	cisa-	Date	of 3	Shares		
1	rity	Day/	/Day/	Code	۷ ا د	Amount		ble	1				'
1	1	Year)	Year)	I	1	I		1					
Series A Pref		19/30/		A	١V	195.9355	A	4		Common	Stock	95.935	5 5
erred Stock	1	1002 3											
!	1	1	1					1	l 	I		I	
Stock Option	\$25.5870	1/30/	2	M		8666 7	D	2/26/	 2/26/	Common	Stock	8666 7	
(right to buy	6	1003	1	1				194	03				1
)	l 			 					l 	l 		l 	
	1	1	1	1	1	I	I	1		1		1	1

Explanation of Responses:

- 1. 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.
- 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

Robert A. McDonald