

TASTAD CAROLYN M

Form 4

March 02, 2018

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TASTAD CAROLYN M

(Last) (First) (Middle)

ONE PROCTER & GAMBLE  
PLAZA

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

PROCTER &amp; GAMBLE Co [PG]

3. Date of Earliest Transaction  
(Month/Day/Year)

11/15/2017

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Group President - NA SMO

6. 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 (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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/29/2017		G	V 225 D \$ 0	56,939.336 (1)	D	
Common Stock	02/28/2018		S	1,841 (2) D \$ 78.9442	55,200.858 (3)	D	
Common Stock	02/28/2018		A	4,638 A \$ 0 (4)	59,838.858	D	
Common Stock	03/01/2018		S	94 (2) D \$ 78.5908 (5)	59,744.858	D	
Common Stock					3,389.5965 (6)	I	By Retirement

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Common Stock	1,993.2817	I	Plan Trustee
Common Stock	566.6937 <sup>(6)</sup>	I	By Spouse, By Retirement Plan Trustees

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 Derivative Security	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) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(7)	11/15/2017		A	V	23.225		(8)	(8)	Common Stock	23.225
Restricted Stock Units	(7)	02/15/2018		A	V	25.417		(8)	(8)	Common Stock	25.417
Stock Option (Right to Buy)	\$ 78.52	02/28/2018		A		88,106		02/26/2021	02/28/2028	Common Stock	88,106

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
TASTAD CAROLYN M	Group

ONE PROCTER & GAMBLE PLAZA  
CINCINNATI, OH 45202

President -  
NA SMO

## Signatures

/s/ Robert B. White, attorney-in-fact for Carolyn M.  
Tastad

03/02/2018

\_\_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) Total includes grant of dividend equivalents in the form of Restricted Stock Units (RSU's) settled in common stock and adjustment of dividend equivalents in the form of Performance Stock Units.
- (2) Shares sold to cover tax obligations upon settlement of Restricted Stock Unit award.
- (3) Total includes grant of dividend equivalents in the form of Restricted Stock Units (RSU's) settled in common stock.
- (4) Restricted Stock Units awarded pursuant to issuer's 2014 Stock and Incentive Compensation Plan.
- (5) Weighted average price of the shares sold. The price range was \$78.59 to \$78.611. Full information regarding the number of shares sold at each separate price available upon request.
- (6) Reflects adjustment to PST through December 31, 2017.
- (7) Dividend equivalents in the form of Restricted Stock Units (RSUs) previously awarded pursuant to issuer's retirement program. All such RSUs represent a contingent right to receive Procter & Gamble common stock.
- (8) These units will deliver in shares on retirement from the company, unless delivery is deferred or such shares are contributed to reporting person's deferred compensation account.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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