GILLETTE CO
Form 4
October 04, 2005

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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
Expires:	January 31, 2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MANFREDI JOHN F

(Last) (First) (Middle)

PRUDENTIAL TOWER BUILDING - 42

(Street)

BOSTON, MA 021998004

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
GILLETTE CO [G]

3. Date of Earliest Transaction (Month/Day/Year)
10/01/2005

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 below) _____ Other (specify below)
Sr VP Corporate Affairs

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock $1 Par value	10/01/2005		D (1)		15,122	D	$ 0	0	D	
Common Stock $1 Par value	10/01/2005		M		1,979.1	A	$ 0	1,979.1	D	
Common Stock $1 Par value	10/01/2005		D		1,979.1	D	$ 58.2	0	D	
Common Stock $1	10/01/2005		D (1)		167	D	$ 0	0	I	By Daughter

Par value									
Common Stock $1 Par value	10/01/2005		D[(1)]	1,359	D	$ 0	0	I	By Savings Plan Trust - 401(k)

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

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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 Amou Underlying Secur (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nur of S
Supplemental Savings Plan Units	[(2)]	10/01/2005		M			1,979.1	10/01/2005	10/01/2005	Common Stock $1 Par value	1,9
Employee StockOption (right to buy)	$ 32.38	10/01/2005		D[(3)]			85,000	06/19/2004	06/18/2013	Common Stock $1 Par value	85
Employee Stock Option (right to buy)	$ 32.4	10/01/2005		D[(3)]			75,000	03/01/2002	02/28/2011	Common Stock $1 Par value	75
Employee Stock Option (right to buy)	$ 28.26	10/01/2005		D[(3)]			85,000	06/21/2002	06/20/2011	Common Stock $1 Par value	85
Employee Stock Option (right to buy)	$ 35.58	10/01/2005		D[(3)]			85,000	06/20/2003	06/19/2012	Common Stock $1 Par value	85
Employee Stock Option (right to buy)	$ 43.1	10/01/2005		D[(3)]			90,000	06/17/2005	06/16/2014	Common Stock $1 Par value	90
Employee Stock Option (right to buy)	$ 51.96	10/01/2005		D[(3)]			72,000	06/16/2006	06/15/2015	Common Stock $1 Par value	72

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MANFREDI JOHN F PRUDENTIAL TOWER BUILDING - 42 BOSTON, MA 021998004			Sr VP Corporate Affairs	

Signatures

By: Carol S. Fischman as Attorney in Fact	10/01/2005
**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) Disposed of pursuant to merger agreement between The Gillette Company and The Procter & Gamble Company in exchange for shares of The Procter & Gamble Company at an exchange ratio of .975 per share having a market price of $59.46 per share on the effective date of the merger.

(2) 1-for-1

(3) This option was assumed by The Procter & Gamble Company in the merger and replaced with an option to purchase shares of The Procter & Gamble Company converted at an exchange ratio of .975 per share.

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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