

GILLETTE CO
Form 4
October 04, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WILLARD RICHARD K

(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
 Officer (give title below) _____ Other (specify below)
SR Vp & General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (Instr. 4)
				(A) or (D) Price			
Common Stock \$1 Par value	10/01/2005		D ⁽¹⁾	1,112.7 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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SEC 1474 (9-02)

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Supplemental Savings Plan Units	<u>(2)</u>	10/01/2005		D	6,673.6	10/01/2005 ⁽³⁾	10/01/2005	Common Stock \$1 Par value
Employee Stock Option (right to buy)	\$ 32.38	10/01/2005		D ⁽⁴⁾	100,000	06/19/2004	06/18/2013	Common Stock \$1 Par value
Employee Stock Option (right to buy)	\$ 36.16	10/01/2005		D ⁽⁴⁾	80,000	11/01/2000	10/30/2009	Common Stock \$1 Par value
Employee Stock Option (right to buy)	\$ 41.625	10/01/2005		D ⁽⁴⁾	40,000	12/02/2000	12/01/2009	Common Stock \$1 Par value
Employee Stock Option (right to buy)	\$ 32.03	10/01/2005		D ⁽⁴⁾	110,000	06/15/2001	06/14/2010	Common Stock \$1 Par value
Employee Stock Option (right to buy)	\$ 32.185	10/01/2005		D ⁽⁴⁾	65,000	02/15/2002	02/14/2011	Common Stock \$1 Par value
Employee Stock Option (right to buy)	\$ 28.26	10/01/2005		D ⁽⁴⁾	100,000	06/21/2002	06/20/2011	Common Stock \$1 Par value
Employee Stock Option (right to buy)	\$ 35.58	10/01/2005		D ⁽⁴⁾	100,000	06/20/2003	06/19/2012	Common Stock \$1 Par value
Employee Stock Option (right to buy)	\$ 43.1	10/01/2005		D ⁽⁴⁾	95,000	06/17/2005	06/16/2014	Common Stock \$1 Par value
Employee Stock Option (right to buy)	\$ 51.96	10/01/2005		D ⁽⁴⁾	75,000	06/16/2006	06/15/2015	Common Stock \$1 Par value

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLARD RICHARD K PRUDENTIAL TOWER BUILDING - 42 BOSTON, MA 021998004			SR Vp & General Counsel	

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).
- Disposed of pursuant to merger agreement between The Gillette Company and The Procter & Gamble Company in exchange for shares of
- (1) 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) These stock units were assumed by The Procter & Gamble Company in the merger and replaced with stock units of The Procter & Gamble Company converted at an exchange ration of .975 per unit.
 - (4) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.