

Fish Kathleen B  
Form 4  
August 03, 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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Fish Kathleen B

(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)

08/01/2018

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)

Chf Rsch, Dev &amp; Innv Officer

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Common<br>Stock                       | 08/01/2018                              |                                                             | M                                    |                                                                         | 9,135                                                                                                              | A                                                                       | \$ 72.14                                                          |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | 43,591.858<br>(1)                                                 |
| Common<br>Stock                       | 08/01/2018                              |                                                             | S                                    |                                                                         | 9,135                                                                                                              | D                                                                       | \$ 80.4974                                                        |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | 34,456.858<br>(2)                                                 |
| Common<br>Stock                       | 08/01/2018                              |                                                             | M                                    |                                                                         | 17,811                                                                                                             | A                                                                       | \$ 48.17                                                          |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | 52,267.858                                                        |
| Common<br>Stock                       | 08/01/2018                              |                                                             | S                                    |                                                                         | 17,811                                                                                                             | D                                                                       | \$ 80.5838                                                        |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | 34,456.858<br>(3)                                                 |

I

# Edgar Filing: Fish Kathleen B - Form 4

|                 |                           |                                     |
|-----------------|---------------------------|-------------------------------------|
| Common<br>Stock | 15,119.4122<br><u>(4)</u> | By<br>Retirement<br>Plan<br>Trustee |
|-----------------|---------------------------|-------------------------------------|

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                    |                 |                                        |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|----------------------------------------------------------------|--------------------|-----------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                      | (A)                                                            | (D) | Date<br>Exercisable                                            | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Restricted<br>Stock<br>Units                        | (5)                                                                | 05/15/2018                              |                                                             | A                                    | V                                                                                                      | 31.452                                                         |     | (6)                                                            | (6)                | Common<br>Stock | 31.452                                 |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 72.14                                                           | 08/01/2018                              |                                                             | M                                    |                                                                                                        | 9,135                                                          |     | 09/15/2011                                                     | 09/15/2018         | Common<br>Stock | 9,135                                  |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 48.17                                                           | 08/01/2018                              |                                                             | M                                    |                                                                                                        | 17,811                                                         |     | 02/27/2012                                                     | 02/27/2019         | Common<br>Stock | 17,811                                 |
| Restricted<br>Stock<br>Units                        | (7)                                                                | 08/02/2018                              |                                                             | A                                    |                                                                                                        | 1,099                                                          |     | (6)                                                            | (6)                | Common<br>Stock | 1,099                                  |

## Reporting Owners

| Reporting Owner Name / Address                                        | Relationships                                   |
|-----------------------------------------------------------------------|-------------------------------------------------|
|                                                                       | Director      10% Owner      Officer      Other |
| Fish Kathleen B<br>ONE PROCTER & GAMBLE PLAZA<br>CINCINNATI, OH 45202 | Chf Rsch,<br>Dev & Innv<br>Officer              |

## Signatures

/s/ Robert B. White, attorney-in-fact for Kathleen  
B. Fish

08/03/2018

\_\_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.
- (2) Weighted average price of the shares sold. The price range was \$80.497 to \$80.503. Full information regarding the number of shares sold at each separate price available upon request.
- (3) Weighted average price of the shares sold. The price range was \$80.58 to \$80.605. Full information regarding the number of shares sold at each separate price available upon request.
- (4) Reflects adjustment to PST through June 30, 2018.
- (5) 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.
- (6) 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.
- (7) Retirement award in the form of Restricted Stock Units which represent a contingent right to receive P&G common stock or cash settlement. Amount and price computed per benefit formula for plan year ended 6/30/2018.

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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