

Pritchard Marc S.  
Form 4  
January 25, 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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Pritchard Marc S.

(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)

08/15/2017

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 below) \_\_\_\_ Other (specify  
below) below)

Chief Brand 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 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)
Common Stock	01/24/2018		M	46,842 A	\$ 66.18 150,087.7153 (1)	D	
Common Stock	01/24/2018		S	46,842 D	\$ 89.009 103,245.7153 (2)	D	
Common Stock					107.032	I	By Daughter ACP
Common Stock					107.032	I	By Daughter CEP

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Common Stock	107.032	I	By Daughter NJP
Common Stock	34,077.6953 (3)	I	By Retirement Plan Trustees
Common Stock	602	I	By Wife

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

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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 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 A Underlying S (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	(4)	08/15/2017		A	V	150.315		(5)	(5)	Common Stock
Series A Preferred Stock	(6)	09/30/2017		A	V	168.7306		(7)	(7)	Common Stock
Restricted Stock Units	(4)	11/15/2017		A	V	167.107		(5)	(5)	Common Stock
Stock Option (Right to Buy)	\$ 66.18	01/24/2018		M		46,842		02/28/2011	02/28/2018	Common Stock

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Pritchard Marc S.  
ONE PROCTER & GAMBLE PLAZA  
CINCINNATI, OH 45202

Chief  
Brand  
Officer

## Signatures

/s/ Robert B. White, attorney-in-fact to Marc S.  
Pritchard

01/25/2018

\_\_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 \$89.00 to \$89.07. Full information regarding the number of shares sold at each separate price available upon request.
- (3) Reflects adjustment to PST through December 31, 2017.
- (4) 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.
- (5) 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.
- (6) Higher of \$6.82 (adjusted for 2-for-1 stock split effective May 21, 2004) or market price of Common Stock.
- (7) 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.

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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