

PROCTER & GAMBLE Co  
Form FWP  
August 09, 2012

Filed Pursuant Rule 433

Registration No. 333-177762

August 9, 2012

**Pricing Term Sheet**

**The Procter & Gamble Company**

**1,000,000,000 2.000% Notes due 2022**

<b>Issuer:</b>	The Procter & Gamble Company
<b>Aggregate Principal Amount Offered:</b>	1,000,000,000
<b>Maturity Date:</b>	August 16, 2022
<b>Price to Public (Issue Price):</b>	99.160% of principal amount
<b>Coupon (Interest Rate):</b>	2.000%
<b>Yield to maturity:</b>	2.094%
<b>Spread to reference Government security:</b>	66.5 basis points
<b>Reference Government security:</b>	DBR 1.750% 07/04/2022
<b>Reference Government security yield/price:</b>	1.429% / 102.93%
<b>Mid-swap rate yield:</b>	1.844%
<b>Spread to mid-swap rate:</b>	+25 basis points
<b>Day Count:</b>	ACT/ACT, following, unadjusted
<b>Interest Payment Dates:</b>	August 16, commencing August 16, 2013
<b>Tax Redemption:</b>	The notes will not be redeemable prior to maturity unless certain events occur involving United States taxation as described in the Prospectus Supplement
<b>Trade Date:</b>	August 9, 2012
<b>Settlement Date:</b>	August 16, 2012 (T+5)
<b>Denominations:</b>	100,000 x 1,000
<b>Type of Offering:</b>	SEC Registered
<b>Listing:</b>	Application will be made for listing on the New York Stock Exchange on terms described in the Prospectus Supplement
<b>Common Code:</b>	081670412
<b>ISIN:</b>	XS0816704125
<b>Joint Book-Running Managers:</b>	Deutsche Bank AG, London Branch, HSBC Bank plc and Morgan Stanley & Co. International plc
<b>Senior Co-Managers:</b>	Citigroup Global Markets Limited, Goldman Sachs International, J.P. Morgan Securities plc, Merrill Lynch International and The Royal Bank of Scotland plc
<b>Co-Managers:</b>	Barclays Bank PLC, Credit Suisse Securities (Europe) Limited, ING Belgium SA/NV, Mitsubishi UFJ Securities International plc, Svenska Handelsbanken AB (publ) and UBS Limited
<b>Long-term Debt Ratings:</b>	Moody s: Aa3 (Stable); S&P: AA- (Stable)
<b>Concurrent Offerings:</b>	On August 9, 2012, The Procter & Gamble Company commenced a public offering of notes denominated in U.S. Dollars. The closing of the offering of the notes offered hereby is not contingent on the closing of the concurrent offering.

**Note:** A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time  
**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC**

Edgar Filing: PROCTER & GAMBLE Co - Form FWP

for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Deutsche Bank AG, London Branch at 1-800-503-4611, HSBC Bank plc (toll free) at 1-866-811-8049 or Morgan Stanley & Co. International plc at 1-866-718-1649.

Any disclaimers or other notices that may appear below are not applicable to this communication and should be disregarded. Such disclaimers or other notices were automatically generated as a result of this communication being sent via Bloomberg or another email system.