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PROCTER & GAMBLE CO
Form 11-K
April 01, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 11-K

\X\ ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934 FOR THE FISCAL YEAR ENDED December 31, 2001, OR

\ \ FOR TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM _____ TO

Commission file number 001-00434

- A. Full title of the plan and the address of the plan, if different from that of the issuer named below: Employee Savings and Thrift Plan (Saudi Arabia), P. O. Box 2056, Mazda Building, Bab Makkah, Jeddah, 21451, Saudi Arabia
- B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office: The Procter & Gamble Company, One Procter & Gamble Plaza, Cincinnati, Ohio 45202.

REQUIRED INFORMATION

Item 1. Audited statement of financial condition as of the end of the latest two fiscal years of the plan (or such lesser period as the plan has been in existence). (See Page 2)

Item 2. Audited statement of income and changes in plan equity for each of the latest three fiscal years of the plan (or such lesser period as the plan has been in existence). (See Page 3)

EMPLOYEE SAVINGS AND THRIFT PLANS- MODERN INDUSTRIES COMPANY (JEDDAH), MODERN INDUSTRIES COMPANY (DAMMAM) AND MODERN PRODUCTS COMPANY COMBINED FINANCIAL STATEMENTS AND INDEPENDENT AUDITORS' REPORT FOR THE YEARS ENDED DECEMBER 31, 2001 AND 2000

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INDEPENDENT AUDITORS' REPORT

To the Trustees of:
Modern Industries Company (Jeddah) - Employee Savings and Thrift Plan,
Modern Industries Company (Dammam) - Employee Savings and Thrift Plan, and
Modern Products Company - Employee Savings and Thrift Plan

We have audited the accompanying combined statements of net assets of Employee Savings and Thrift Plans for Modern Industries Company (Jeddah), Modern Industries Company (Dammam) and Modern Products Company, which are centrally administered as the Savings and Thrift Plans (Saudi Arabia) of The Procter & Gamble Company, (the "Plans") as of December 31, 2001 and 2000, and the related combined statements of changes in net assets for the years then ended. These combined financial statements are the responsibility of the Plans' Trustees. Our responsibility is to express an opinion on these combined financial statements based on our audits.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the combined financial statements present fairly, in all material respects, the net assets of the Plans as of December 31, 2001 and 2000 and the changes in net assets for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic combined financial statements taken as a whole. The accompanying combined supplemental schedule listed in the Index is presented for the purpose of additional analysis and is not a required part of the basic combined financial statements. The schedule is the responsibility of the Plans' Trustees. Such combined supplemental schedule has been subjected to the auditing procedures applied in our audit of the basic combined financial statements and, in our opinion, are fairly stated in all material respects when considered in relation to the basic combined financial statements taken as a whole.

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Bakr Abulkhair & Co.

AL-MUTAHHAR Y. HAMIDUDDIN

 License No. 296
 6 Muharram, 1422
 March 31, 2002

EMPLOYEE SAVINGS AND THRIFT PLANS - MODERN INDUSTRIES COMPANY
 (JEDDAH), MODERN INDUSTRIES COMPANY (DAMMAM) AND MODERN
 PRODUCTS COMPANY

COMBINED STATEMENTS OF NET ASSETS
 AS OF DECEMBER 31, 2001 AND 2000
 (Expressed in Saudi Riyals)

	2001	2000
	-----	-----
ASSETS		
Investments:		
Procter & Gamble securities		
(cost: 2001 SR 37,284,391; 2000 SR 39,013,998)	47,235,044	53,197,576
Loans receivable from members	1,084,005	1,431,859
Other receivable	244,475	740,167
Cash	6,530,758	5,543,500
	-----	-----
TOTAL ASSETS	55,094,282	60,913,102
LIABILITIES		
Amounts due from employees	42,800	166,225
	-----	-----
NET ASSETS	55,051,482	60,746,877
	=====	=====

The combined financial statements were approved March 31, 2002

Trustee: /s/FAHAD A. ABDULKARIM

Trustee: /s/MOHAMMED M. AL-GHAMDI

The accompanying notes form an integral part of these financial statements.

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EMPLOYEE SAVINGS AND THRIFT PLANS - MODERN INDUSTRIES COMPANY
(JEDDAH), MODERN INDUSTRIES COMPANY (DAMMAM) AND MODERN
PRODUCTS COMPANY

COMBINED STATEMENTS OF CHANGES IN NET ASSETS
FOR THE YEARS ENDED DECEMBER 31, 2001 AND 2000
(Expressed in Saudi Riyals)

	2001 ----	2000 ----

ADDITIONS TO PLANS' NET ASSETS		
Employee contributions:		
Basic	2,637,659	2,808,388
Additional	2,440,765	3,247,339
Companies' contributions	1,828,344	1,905,551
Investment income:		
Dividends	672,849	590,382
Bank commission	115,780	286,775
ADDITIONS TO PLANS' NET ASSETS	7,695,397	8,838,435
DEDUCTIONS FROM PLANS' NET ASSETS		
Withdrawals	(9,157,676)	(2,018,781)
Change in plans' net assets	(1,462,279)	6,819,654
Plans net assets at beginning of year	60,746,877	71,679,179
Unrealized (loss)/gain	(4,233,116)	(17,751,956)
PLANS NET ASSETS AT END OF YEAR	55,051,482 =====	60,746,877 =====

The accompanying notes form an integral part of these financial statements.

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PRODUCTS COMPANY

NOTES TO THE COMBINED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2001 AND 2000

1. PLANS DESCRIPTION AND RELATED MATTERS

The following brief description of the Employee Savings and Thrift Plans for Modern Industries Company (Jeddah), Modern Industries Company (Dammam) and Modern Products Company, which are centrally administered as the Savings and Thrift Plans (Saudi Arabia) of The Procter & Gamble Company, (the "Plans") is provided for general information purposes only. Participants should refer to each plan agreement for more complete information.

TRUSTEES

The Trustees of the Plans include the chairman of Modern Industries Company (Jeddah), Modern Industries Company (Dammam) and Modern Products Company (collectively the "Companies") and nominated managers of the Companies.

ELIGIBILITY

Any permanent employee who has been on the payrolls of the Companies for more than 12 months is eligible to participate in the Plans.

MEMBER'S ACCOUNTS

An Employee Account and a Company Account are maintained for each member. The Employee Account includes a member's contributions, decreased by all withdrawals and increased by all repayments of withdrawals. The Company Account includes the total contributions made by the Companies, which were credited to the member's account in accordance with the terms of the Plans. Profits on bank deposits and net dividends are credited to the Employee Account.

EMPLOYEE CONTRIBUTIONS

Basic deductions of 5% of base salary are contributed monthly by the members. The member has the option to invest these contributions in one of the following investment programs offered by the Plans:

- * Invest the full amount to purchase Procter & Gamble securities.
- * Invest the full amount in bank deposits.
- * Invest 50% of the amount to purchase Procter & Gamble securities, and 50% in bank deposits.

The numbers of participating employees under each of the aforementioned programs at December 31, 2001 were 343,91 and 62 (2000 - 386,42 and 50), respectively.

Members may elect to contribute an additional 1% to 10% of their monthly salary. These additional contributions are not matched by the Companies and can only be invested in Procter & Gamble securities.

COMPANIES' CONTRIBUTIONS

The Companies credit each member with an amount ranging from 25% to

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100% of the balance in the Employee Account, depending on the member's length of continuous service, with the rate reaching 100% after ten years of continuous service.

EARNINGS

Any occurrence of income from the net dividends earned and credits from forfeitures are utilized to purchase more Procter & Gamble securities. These earnings are allocated on a pro-rata basis to the existing members based on the prior month-end balance of their Plans' assets.

Commission earned from bank deposits is allocated amongst the members of the Plans in proportion to their investments in bank deposits.

VESTING

The members are fully vested in their Employee Accounts and Earnings Accounts. Members become vested in the Companies' contributions by 30% after the first three full years from the date of their membership in the Plans, or renewed membership (see Withdrawals), with the rate reaching 100% after ten full years of such membership.

WITHDRAWALS

Withdrawals may be made from the member's Employee Account at any time he chooses to, up to the extent of his contributions, the vested position of the Companies' Contributions and all relevant profits thereon.

The non-vested portion of the Companies' Contributions and relevant profits are placed in a frozen account that will continue to be vested according to the schedule of investments. These are paid to the employee on his separation from the Companies unless he meets the criteria for forfeiture (see Forfeiture). The employee may rejoin the Plans after a one-year waiting period from the first withdrawal and a two-year waiting period for every subsequent withdrawal.

LOANS

An existing member who has at least five years of membership is eligible to borrow from the Plans up to an amount that varies with the member's monthly base salary and length of service. The maximum loan amount cannot exceed 50% of the balance in the Employee's Account (including gains on securities) or six months salary, whichever is lesser. Repayment of the loan is made by monthly payroll deductions. The member may elect to repay the outstanding loan in a lump sum at any time.

FORFEITURES

When members leave the Plans without fulfilling ten years of membership requirement for full vestment (see Vesting) for a reason other than transfer out, death or disability, the non-vested Companies' Contributions and relevant profits are forfeited. The forfeited amount is divided amongst the existing members using the same formula as the Companies' Contributions (see Companies Contributions).

TRANSFERABILITY

The Plans are 100% transferable between the Companies.

COSTS OF THE PLANS

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All administrative costs of the Plans are paid by the Companies.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Basis of combination

The combined financial statements include the financial statements of all the Plans as stated in Note 1. All significant intercompany transactions and balances have been eliminated in the combination.

b) Basis of accounting

The accompanying combined financial statements are prepared in accordance with accounting principles generally accepted in the United States of America. The net assets and transactions of the Plans are recorded at fair value.

c) Investments

Investments in Procter & Gamble securities are valued at the closing price on the New York Stock Exchange. Bank deposits are stated at cost.

d) Bank commission

Bank commission represents commission earned on bank deposits.

e) Foreign currency translation

The Plans' primary currency is the Saudi Riyal. Non-Saudi Riyal investments are translated into Saudi Riyals at the exchange rates in effect on the last day of the Plans' year. Earnings on currencies other than the Saudi Riyals are translated at average rates prevailing during the year. Exchange gains or losses for 2001 and 2000 were not significant.

f) Taxes

Currently, there are no personal income taxes in Saudi Arabia. Should they be introduced any time in the future, the Plans require that such taxes be borne by the members.

Dividend payments on Procter & Gamble securities are received net of deduction of withholding taxes by the United States' Government.

EMPLOYEE SAVINGS AND THRIFT PLANS - MODERN INDUSTRIES COMPANY
(JEDDAH), MODERN INDUSTRIES COMPANY (DAMMAM) AND MODERN
PRODUCTS COMPANY

COMBINED SUPPLEMENTAL SCHEDULE - STATEMENTS OF INVESTMENTS
FOR THE YEARS ENDED DECEMBER 31, 2001 AND 2000
(Expressed in Saudi Riyals)

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	2001			2000	
	Number of shares	Cost	Market value	Number of shares	Cost
Procter & Gamble securities	159,224 =====	37,284,391 =====	47,235,044 =====	180,906 =====	39,013,998 =====

THE PLAN. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this Annual Report to be signed on its behalf by the undersigned, hereunto duly authorized, on March 31, 2002.

Employee Savings and Thrift Plan (Saudi Arabia)

By: /s/FAHAD A. ABDULKARIM

Fahad A. Abdulkarim

By: /s/MOHAMMED M. AL-GHAMDI

Mohammed M. Al-Ghamdi

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Consent of Deloitte & Touche