

Edgar Filing: PROCTER & GAMBLE CO - Form 11-K

PROCTER & GAMBLE CO
Form 11-K
September 28, 2004

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 JUNE 30, 2004, OR
\ \ TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934 [NO FEE REQUIRED] 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: Group Profit sharing, Incentive and Employer Contribution Plan (France), c/o Groupe Procter & Gamble en France, Service Relations Exterieures, 96 avenue Charles de Gaulle, 92200 Neuilly sur Seine.
- 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)

PROCTER & GAMBLE SERVICES FRANCE S.A.S.
GROUP PROFIT SHARING, INCENTIVE AND EMPLOYER
CONTRIBUTION PLAN (FRANCE)

Statements of Net Assets Available for Benefits
as of June 30, 2004 and 2003,
Statements of Changes in Net Assets Available for Benefits
for the Years Ended June 30, 2004, 2003, and 2002
and Report of Independent Registered Public Accounting Firm.

PROCTER & GAMBLE SERVICES FRANCE S.A.S.
GROUP PROFIT SHARING, INCENTIVE AND EMPLOYER CONTRIBUTION PLAN (FRANCE)

Edgar Filing: PROCTER & GAMBLE CO - Form 11-K

TABLE OF CONTENTS

	PAGE
REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	1
FINANCIAL STATEMENTS:	
Statements of Net Assets Available for Benefits as of June 30, 2004 and 2003	2
Statements of Changes in Net Assets Available for Benefits for the Years Ended June 30, 2004, 2003 and 2002	3
Notes to Financial Statements for the Years Ended June 30, 2004, 2003 and 2002	4

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To Procter & Gamble Services France S.A.S. and the participants of the Group Profit Sharing, Incentive and Employer Contribution Plan (France):

We have audited the accompanying statements of net assets available for benefits of the Group Profit Sharing, Incentive and Employer Contribution Plan (France) (the "Plan") as of June 30, 2004, and 2003, and the related statements of changes in net assets available for benefits for the year then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits. The financial statements of the Plan for the years ended June 30, 2002 were audited by other auditors whose report, dated September 27, 2002, expressed an unqualified opinion of those statements.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). 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 audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of June 30, 2004 and 2003, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

/S/ DELOITTE TOUCHE

DELOITTE TOUCHE TOHMATSU

Paris, France

Edgar Filing: PROCTER & GAMBLE CO - Form 11-K

September 13, 2004

PROCTER & GAMBLE SERVICES FRANCE S.A.S.
GROUP PROFIT SHARING, INCENTIVE AND EMPLOYER
CONTRIBUTION PLAN (FRANCE)

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF JUNE 30, 2004 AND 2003

	2004	2003
	in Euros	
ASSETS:		
Investments at fair value	103,019,327	91,674,988
Employers contributions receivable	5,769,000	6,749,000
	-----	-----
NET ASSETS AVAILABLE FOR BENEFITS	108,788,327	98,423,988
	=====	=====

See notes to financial statements.

PROCTER & GAMBLE SERVICES FRANCE S.A.S.
GROUP PROFIT SHARING, INCENTIVE AND EMPLOYER
CONTRIBUTION PLAN (FRANCE)

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED JUNE 30, 2004, 2003 AND 2002

	2004	2003	2002
	in Euros		
ADDITIONS:			
Net appreciation (depreciation) in fair value of investments	14,476,028	(11,060,419)	10,803,433
Contributions:			
Employees contributions	2,978,632	2,887,929	2,985,668
Employers contributions	7,095,316	7,480,508	6,781,691
	-----	-----	-----
Total contributions	10,073,948	10,368,437	9,767,359
	-----	-----	-----
Total changes:	24,549,976	(691,982)	20,570,792
	-----	-----	-----
DEDUCTIONS -			
Withdrawals by participants	(14,185,637)	(11,695,248)	(17,652,910)
	-----	-----	-----

Edgar Filing: PROCTER & GAMBLE CO - Form 11-K

NET INCREASE (DECREASE)	10,364,339	(12,387,230)	2,917,882
-------------------------	------------	--------------	-----------

NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	98,423,988	110,811,218	107,893,336
	-----	-----	-----
End of year	108,788,327	98,423,988	110,811,218
	=====	=====	=====

See notes to financial statements.

PROCTER & GAMBLE SERVICES FRANCE S.A.S.
GROUP PROFIT SHARING, INCENTIVE AND EMPLOYER CONTRIBUTION PLAN (FRANCE)

NOTES TO FINANCIAL STATEMENTS FOR THE YEARS ENDED JUNE 30, 2004, 2003 AND 2002

1. DESCRIPTION OF THE PLAN

The following brief description of Procter & Gamble Services France S.A.S.' Group Profit Sharing, Incentive and Employer Contribution Plan (the "Plan") is provided for general information only. Participants should refer to their country's Plan supplement for more complete information.

GENERAL--The Plan is an employee savings plan established on December 17, 1990 by agreement between Procter & Gamble services France S.A.S. together with its directly or indirectly wholly-owned subsidiaries, and those subsidiaries' respective COMITES CENTRAUX D'ENTREPRISE ("Employee Committees"), in order to provide a means for eligible employees to save and invest their income, group profit sharing, and incentive remuneration. The most recent Plan agreement took effect on January 1, 2003 and is signed by Procter & Gamble Services France S.A.S., Procter & Gamble France SNC, Laboratoire Lachartre SNC, Procter & Gamble Pharmaceuticals France S.A.S. and Procter & Gamble Pharmaceuticals Longjumeau S.A.S., Procter & Gamble Amiens SNC, Procter & Gamble Blois S.A.S., Procter & Gamble Orleans, IAMS France S.A.S. (together, "P&G France"), and their related Employee Committees. Procter & Gamble Services France S.A.S. is a wholly-owned subsidiary of The Procter & Gamble Company, Inc. (the "Parent"). The Plan is subject to the laws and regulations of France. Plan assets are invested in four FONDS COMMUN DE PLACEMENT D'ENTREPRISE ("FCPE") which are registered investment funds reserved to employees of Procter & Gamble in France subject to the laws and regulations of France.

ADMINISTRATION--Administration of the Plan is jointly executed by Procter & Gamble Services France S.A.S. and Interepargne S.A., the fund manager. The four FCPE's are under the supervision of the CONSEILS DE SURVEILLANCE ("Monitoring Committees") which are composed of both employee and employer representatives of P&G France.

PARTICIPANTS ACCOUNTS AND INVESTMENTS OPTIONS--An account is maintained for each employee, and reflects employee and employer contributions as well as employee withdrawals. There is no provision for the allocation of income since the FCPE's do not pay dividends. Participants are permitted to invest certain contributions into any of the four FCPE's; however, certain other contributions from employees and from P&G France are mandatorily invested in FCPE Groupe Procter & Gamble (Option D). Amounts

Edgar Filing: PROCTER & GAMBLE CO - Form 11-K

may be transferred from one FCPE to another FCPE except that "blocked" amounts may not be transferred out of FCPE Groupe Procter & Gamble (Option D).

Participants may allocate their account balances to one or all of the following investment options offered by the Plan:

- o FCPE GROUPE PROCTER & GAMBLE ACTIONS (OPTION A) - The prospectus indicates that this fund is invested in securities or in mutual funds which invest primarily in securities.
- o FCPE GROUPE PROCTER & GAMBLE OBLIGATIONS (OPTION B) - The prospectus indicates that this fund is invested in bonds or in mutual funds which invest primarily in bonds.
- o FCPE GROUPE PROCTER & GAMBLE 5000 (OPTION C) - The prospectus indicates that this fund is invested at least at 75% in European securities, or in mutual funds invested at least at 60% in European securities.
- o FCPE GROUPE PROCTER & GAMBLE (OPTION D) - The prospectus indicates that this fund is invested uniquely in The Procter & Gamble Company, Inc. common stock.

CONTRIBUTION AND VESTING--Employees are eligible for Plan participation three months after their start date with P&G France. Contributions are made by Plan participants as well as by P&G France as follows:

Employees' Contributions:

- VOLUNTARY, PERIODIC CONTRIBUTIONS - These are usually contributed on a monthly basis; they are eligible for matching contributions from P&G France. These contributions are automatically invested in Option D.

- VOLUNTARY, COMPLEMENTARY CONTRIBUTIONS - Employees may make complementary contributions whenever they wish, although these amounts receive no matching contributions. These contributions are invested at the discretion of the employee in one of the four FCPE's.

Employers' Contributions:

- EMPLOYER MATCHING CONTRIBUTIONS -P&G France makes matching contributions of between 50 and 100 percent, based on employees' voluntary, periodic contributions. These matching contributions are automatically invested in Option D.

- PROFIT SHARING -P&G France calculates and distributes these contributions according to French law as well as a supplementary profit-sharing agreement. These amounts are invested at the discretion of the employee in one of the four FCPE's. If no investment direction has been given by an employee, amounts are automatically invested as per the last investment choice or, by default, in Option D.

- INCENTIVE COMPENSATION -P&G France contributes incentive amounts to employees according to an incentive compensation agreement. Employees have the option to receive these amounts immediately, or to contribute these amounts to the Plan. Amounts contributed to the Plan are invested at the discretion of the employee in one of the four FCPE's, or automatically invested as per the last investment choice.

Edgar Filing: PROCTER & GAMBLE CO - Form 11-K

All contributions are immediately 100 percent vested.

WITHDRAWALS--All contributions are "blocked" for a period of five years beginning on October 1st of the calendar year in which the contribution was made. After this period, amounts are available for withdrawal without restriction. Under certain circumstances, as defined by law, a participant may withdraw "blocked" contributions. All amounts become immediately available for withdrawal upon the termination of employment.

PLAN TERMINATION - The Plan agreement must be renewed every three years by written agreement between P&G France and their related Employee Committees. Thus, the present Plan will terminate on June 30, 2005. Although the Plan is expected to be renewed by all parties, any party has the right to decline to the renewal.

In the event of Plan termination, the FCPE's will either remain active or will be merged with other FCPE's. Thus, Plan participants will have the option to withdraw "unblocked" amounts or to remain invested. Future employee and employer contributions to the Plan would then be suspended.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING - The accompanying financial statements have been prepared on the accrual basis of accounting and the Plan's net assets and transactions are recorded at fair value.

PLAN INVESTMENTS - The Plan's investments are presented at fair-value based upon the net asset value of the units of each FCPE held by the Plan at year end. The net asset values of the FCPE's are determined by the fund manager, Interepargne S.A., based upon the fair value of the FCPE's underlying investments, less any liabilities.

Purchases and sales of investments are recorded on a trade date basis. The cost of investments sold is determined using average cost.

EXPENSES OF THE PLAN - Investment management, record keeping expenses, and other administrative expenses are paid by P&G Services France S.A.S. Brokerage commissions are paid by the participants, and other costs related to the purchase or sale of shares are reflected in the price of the shares and borne by the participants.

COMMISSIONS ON SUBSCRIPTIONS - Contributions made to the plan are subject to a commission of 0,50 percent. These commissions are recorded in the amount of the subscriptions to the FCPE.

USE OF ESTIMATES - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

The Plan invests in P&G common stock and in mutual funds. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for plan benefits.

CONTRIBUTIONS RECEIVABLE - Contributions that are pending transfer to the Trustee as of June 30, 2004 and 2003 are recorded as contributions

Edgar Filing: PROCTER & GAMBLE CO - Form 11-K

receivable to the Plan in the accompanying financial statements.

3. INVESTMENTS

Investments held by the Plan at June 30, 2004 and 2003 were as follows:

	2004		2003	
	NUMBER OF SHARES	MARKET VALUE	NUMBER OF SHARES	MARKET VALUE
Investments of each FCPE				
o Groupe Procter & Gamble Actions (Option A)*	352 246	17 478 867 (euro)	359 656	15 107
o Obligations (Option B)*	448 284	11 515 431 (euro)	437 816	11 054
o 5000 (Option C)*	700 527	6 334 892 (euro)	652 183	4 781
o Groupe Procter & Gamble (Option D)*	740 375	67 690 137 (euro)	778 068	60 732
TOTAL INVESTMENTS		103 019 327 (euro)		91 674

*Represents Investments Which Exceed Five Percent of Net Assets Available for Benefits

4. NONPARTICIPANT-DIRECTED INVESTMENT

FCPE Option D is considered to be nonparticipant-directed under the guidance of SOP 99-3 because participants are required to maintain contributed funds in the Parent's stock.

The net assets of FCPE Option D as of June 30 are as follows:

	2004	2003
Net assets - P&G Stock	70,450,137 (euros)	64,107,073 (euros)

The significant components of the changes in net assets of the P&G Stock Fund consist of the following for the years ended June 30, 2004 and 2003 :

In euros	2004	2003
Net appreciation in fair value	10,301,010	(9,652,903)
Employees contribution	2,704,107	2,930,067
Employer contribution	3,906,988	4,506,057
Withdrawals by participants	(10,569,041)	(8,872,452)
Total changes in net assets	6,343,064	(11,089,231)
Net assets, beginning of year	64,107,073	75,196,304
Net assets, end of year	70,450,137	64,107,073

Edgar Filing: PROCTER & GAMBLE CO - Form 11-K

5. PLAN PARTICIPANTS

As of June 30, 2004, the Plan had approximately 3,800 participants.

6. TAX STATUS

The Plan and the underlying FCPE's are subject to the tax laws of France. The Plan and the underlying FCPE's are tax-exempt according to French tax law. Thus, no provision for income taxes has been reflected in the accompanying financial statements.

THE PLAN. Pursuant to the requirements of the Securities Act of 1933, PROCTER & GAMBLE SERVICES FRANCE, who administers the employee benefit plan has duly signed the Annual Report on September 15, 2004.

GROUP PROFIT SHARING, INCENTIVE AND EMPLOYER CONTRIBUTION PLAN (FRANCE)

By: PROCTER & GAMBLE SERVICES FRANCE

/s/ Philippe Charrier

Philippe Charrier
President

EXHIBIT INDEX

Exhibit No.

Page No.

23

Consent of Deloitte & Touche