

PROCTER & GAMBLE Co
 Form 3
 March 11, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Pierce Charles E		(Month/Day/Year)	PROCTER & GAMBLE Co [PG]	
(Last)	(First)	(Middle)	03/01/2016	
ONE PROCTER & GAMBLE PLAZA			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
CINCINNATI, OH 45202			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(State)			(give title below)	(specify below)
(Zip)			Group President Global Groomin	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	11,956.668	D	^
Common Stock	40,058.7494	I	By Retirement Plan Trustee

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Units	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	1,750.032	\$ <u>(2)</u>	D	Â
Restricted Stock Units	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	1,553.468	\$ <u>(3)</u>	D	Â
Restricted Stock Units	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	1,633.558	\$ <u>(4)</u>	D	Â
Restricted Stock Units	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	1,503.28	\$ <u>(5)</u>	D	Â
Restricted Stock Units	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	1,642.281	\$ <u>(6)</u>	D	Â
Restricted Stock Units	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	1,586.554	\$ <u>(7)</u>	D	Â
Stock Option (Right to Buy)	02/28/2010	02/28/2017	Common Stock	55,127	\$ 63.49	D	Â
Restricted Stock Units	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	1,461.548	\$ <u>(8)</u>	D	Â
Stock Option (Right to Buy)	02/28/2011	02/28/2018	Common Stock	55,909	\$ 66.18	D	Â
Restricted Stock Units	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	1,541.091	\$ <u>(9)</u>	D	Â
Stock Option (Right to Buy)	02/27/2012	02/27/2019	Common Stock	72,660	\$ 48.17	D	Â
Restricted Stock Units	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	2,042.395	\$ <u>(10)</u>	D	Â
Stock Option (Right to Buy)	09/15/2012	09/15/2019	Common Stock	29,657	\$ 55.03	D	Â
Restricted Stock Units	02/26/2013	02/26/2020	Common Stock	63,212	\$ 63.28	D	Â
Restricted Stock Units	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	1,740.899	\$ <u>(11)</u>	D	Â
Stock Option (Right to Buy)	09/15/2013	09/15/2020	Common Stock	31,714	\$ 61.11	D	Â
Restricted Stock Units	02/28/2014	02/28/2021	Common Stock	79,303	\$ 63.05	D	Â
Stock Option (Right to Buy)	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	1,725.246	\$ <u>(12)</u>	D	Â
	02/28/2015	02/28/2022		88,863	\$ 67.52	D	Â

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Stock Option (Right to Buy)			Common Stock				
Restricted Stock Units	Â (1)	Â (1)	Common Stock	1,915.213	\$ (13)	D	Â
Stock Option (Right to Buy)	02/28/2016	02/28/2023	Common Stock	105,015	\$ 76.18	D	Â
Restricted Stock Units	Â (1)	Â (1)	Common Stock	1,546.742	\$ (14)	D	Â
Stock Option (Right to Buy)	09/13/2016	09/13/2023	Common Stock	75,621	\$ 79.05	D	Â
Stock Option (Right to Buy)	02/28/2017	02/28/2024	Common Stock	106,789	\$ 78.66	D	Â
Restricted Stock Units	Â (1)	Â (1)	Common Stock	1,563.285	\$ (15)	D	Â
Stock Option (Right to Buy)	09/15/2017	09/15/2024	Common Stock	46,706	\$ 83.87	D	Â
Stock Option (Right to Buy)	02/27/2018	02/27/2025	Common Stock	98,673	\$ 85.13	D	Â
Restricted Stock Units	Â (1)	Â (1)	Common Stock	1,531.745	\$ (16)	D	Â
Stock Option (Right to Buy)	09/15/2018	09/15/2025	Common Stock	56,464	\$ 69.45	D	Â
Stock Option (Right to Buy)	02/28/2019	02/27/2026	Common Stock	109,603	\$ 80.29	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pierce Charles E ONE PROCTER & GAMBLE PLAZA CINCINNATI, OH 45202	Â	Â	Â	Group President Global Groomin Â

Signatures

/s/ Sandra T. Lane, attorney-in-fact for Charles E. Pierce 03/11/2016

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) 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.

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- (2) 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 6/30/2001.
- (3) 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 6/30/2002.
- (4) 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 6/30/2003.
- (5) 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 6/30/2004.
- (6) 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 6/30/2005.
- (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 6/30/2006.
- (8) 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 6/30/2007.
- (9) 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 6/30/2008.
- (10) 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 6/30/2009.
- (11) 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 6/30/2010.
- (12) 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 6/30/2011.
- (13) 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 6/30/2012.
- (14) 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 6/30/2013.
- (15) 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 6/30/2014.
- (16) 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 6/30/2015.

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Remarks:

Pages 1, 2, 3, & 4 for Charles Pierce Form 3 filed on March 11, 2016. Page 5 filed separately.

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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