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PROCTER & GAMBLE CO
Form 8-K
June 02, 2006

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) June 2, 2006

THE PROCTER & GAMBLE COMPANY

(Exact name of registrant as specified in its charter)

Ohio	1-434	31-0411980
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(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification Number)

One Procter & Gamble Plaza, Cincinnati, Ohio	45202
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(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (513) 983-1100

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 8.01 OTHER EVENTS

On March 11, 2004, The Procter & Gamble Company (the "Company") filed a Registration Statement on Form S-3 (Registration No. 333-113515), as amended May 5, 2004 (the "Registration Statement"). Exhibit 1 of the Registration Statement contained a form of Underwriting Agreement (including form of Delayed Delivery Contract) (the "Form of Underwriting Agreement"). The Company has now amended the Form of Underwriting Agreement pursuant to the Registration Statement, which is attached hereto as Exhibit 1.1 and incorporated herein by reference.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the

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undersigned hereunto duly authorized.

THE PROCTER & GAMBLE COMPANY

/S/ STEVEN W. JEMISON

Steven W. Jemison, Secretary and
Associate General Counsel

June 2, 2006

EXHIBIT(S)

- 1.1 Form of Underwriting Agreement (including form of Delayed Delivery Contract)