

Moeller Jon R
 Form 4
 March 04, 2019

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
 Moeller Jon R

(Last) (First) (Middle)

ONE PROCTER & GAMBLE
 PLAZA

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 PROCTER & GAMBLE Co [PG]

3. Date of Earliest Transaction (Month/Day/Year)
 02/28/2019

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Vice Chairman and CFO

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/28/2019		A	7,638 A \$ 0 ⁽¹⁾	134,005.165 ₍₂₎	D	
Common Stock	02/28/2019		A	740 A \$ 0 ⁽¹⁾	8,836.714 ₍₂₎	I	By Spouse
Common Stock	02/28/2019		S	2,765 ₍₃₎ D \$ 98.5716	131,240.165	D	
Common Stock	02/28/2019		S	459 ₍₃₎ D \$ 98.5716	8,377.714	I	By Spouse
Common Stock					17,423.8552 ₍₄₎	I	By Retirement Plan

Common Stock	18,443.2876 <u>(4)</u>	I	Trustees By Spouse, By Retirement Plan Trustees
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units	(5)	11/15/2018		A	V	134.836	(6) (6)	Common Stock	134.8
Restricted Stock Units	(5)	02/15/2019		A	V	128.426	(6) (6)	Common Stock	128.4
Stock Option (Right to Buy)	\$ 98.55	02/28/2019		A		160,153	02/28/2022 02/28/2029	Common Stock	160,1
Stock Option (Right to Buy)	\$ 98.55	02/28/2019		A		15,499	02/28/2022 02/28/2029	Common Stock	15,4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Moeller Jon R ONE PROCTER & GAMBLE PLAZA			Vice Chairman	

CINCINNATI, OH 45202

and CFO

Signatures

/s/ Aaron Shepherd, attorney-in-fact for Jon R.
Moeller

03/04/2019

 **Signature of Reporting Person

 Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) Restricted Stock Units awarded pursuant to issuer's 2014 Stock and Incentive Compensation Plan.
- (2) Total includes grant of dividend equivalents in the form of Restricted Stock Units (RSU's) settled in common stock.
- (3) Shares sold to cover tax obligations upon settlement of Restricted Stock Unit award.
- (4) Reflects adjustment to PST through December 31, 2018.
- (5) Dividend equivalents in the form of Restricted Stock Units (RSUs) previously awarded pursuant to issuer's retirement program. All such RSUs represent a contingent right to receive Procter & Gamble common stock.
- (6) 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.

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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