

Moeller Jon R
 Form 4
 November 15, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE PROCTER & GAMBLE
 PLAZA

3. Date of Earliest Transaction (Month/Day/Year)
 11/13/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Vice Chairman and CFO

(Street)

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

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

CINCINNATI, OH 45202

(City) (State) (Zip)

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 or (D) Price | | | |
| Common Stock | 11/13/2018 | | M | 82,965 A \$ 63.28 | 209,033.251 | D | |
| Common Stock | 11/13/2018 | | S | 82,965 D \$ 91.8758 | 126,068.251 | D | |
| Common Stock | 11/13/2018 | | M | 107,058 A \$ 63.05 | 233,126.251 | D | |
| Common Stock | 11/13/2018 | | S | 107,058 D \$ 91.8758 | 126,068.251 | D | |
| | 11/13/2018 | | M | 17,175 A \$ 63.28 | 25,217.429 | I | By Spouse |

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| | | | | | | | | | |
|--------------|------------|---|--------|---|-----------------------------|---------------------------|---|--|--|
| Common Stock | | | | | | | | | |
| Common Stock | 11/13/2018 | S | 17,175 | D | \$ 91,8758 <u>(1)</u> | 8,042.429 | I | | By Spouse |
| Common Stock | 11/13/2018 | M | 21,707 | A | \$ 63.05 | 29,749.429 | I | | By Spouse |
| Common Stock | 11/13/2018 | S | 21,707 | D | \$ 91,8758 <u>(1)</u> | 8,042.429 | I | | By Spouse |
| Common Stock | | | | | | 17,240.7324 <u>(2)</u> | I | | By Retirement Plan Trustees |
| Common Stock | | | | | | 18,248.5672 <u>(2)</u> | I | | By Spouse, By Retirement Plan Trustees |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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 Underlying Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Series A Preferred Stock | <u>(3)</u> | 09/30/2018 | | A | V | 157.2293 | | <u>(4)</u> | <u>(4)</u> | Common Stock |
| Series A Preferred Stock | <u>(3)</u> | 09/30/2018 | | A | V | 157.2293 | | <u>(4)</u> | <u>(4)</u> | Common Stock |
| | \$ 63.28 | 11/13/2018 | | M | | 82,965 | | 02/26/2013 | 02/26/2020 | |

| | | | | | | | | |
|--------------------------------------|----------|------------|---|---------|------------|------------|--|-----------------|
| Stock Option (Right to Buy) | | | | | | | | Common Stock |
| Stock Option (Right to Buy) | \$ 63.05 | 11/13/2018 | M | 107,058 | 02/28/2014 | 02/28/2021 | | Common Stock |
| Stock Option (Right to Buy) | \$ 63.28 | 11/13/2018 | M | 17,175 | 02/26/2013 | 02/26/2020 | | Common Stock |
| Stock Option (Right to Buy) | \$ 63.05 | 11/13/2018 | M | 21,707 | 02/28/2014 | 02/28/2021 | | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Moeller Jon R ONE PROCTER & GAMBLE PLAZA CINCINNATI, OH 45202 | | | Vice Chairman and CFO | |

Signatures

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

11/15/2018

__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) Weighted average price of the shares sold. The price range was \$91.60 to \$92.10. Full information regarding the number of shares sold at each separate price available upon request.
 - (2) Reflects adjustment to PST through September 30, 2018.
 - (3) Higher of \$6.82 (adjusted for 2-for-1 stock split effective May 21, 2004) or market price of Common Stock.
 - (4) Shares held by Retirement Plan Trustees. If Officer terminates employment and elects distribution of shares, or, if after age 50 elects alternative investment within Plan, Preferred Stock converted/redeemed at specified conversion/exercise price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.