

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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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	

