

Grabowski Mary Theresa
 Form 3
 August 02, 2018

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	
Â Grabowski Mary Theresa		(Month/Day/Year)	PROCTER & GAMBLE Co [PG]	
(Last)	(First)	(Middle)	08/01/2018	
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)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Chief Human Resources Officer	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	1,468.538	D	Â
Common Stock	5,911.1172	I	By Retirement Plan Trustee
Common Stock	276	I	Joseph H. Stagaman II Trust

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	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial
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(Instr. 4)			Derivative Security (Instr. 4)		or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	02/28/2014	02/28/2021	Common Stock	16,712	\$ 63.05	D	Â
Stock Option (Right to Buy)	02/28/2015	02/28/2022	Common Stock	19,049	\$ 67.52	D	Â
Stock Option (Right to Buy)	02/28/2016	02/28/2023	Common Stock	26,631	\$ 76.18	D	Â
Stock Option (Right to Buy)	02/28/2017	02/28/2024	Common Stock	30,539	\$ 78.66	D	Â
Stock Option (Right to Buy)	02/27/2018	02/27/2025	Common Stock	30,577	\$ 85.13	D	Â
Stock Option (Right to Buy)	02/28/2019	02/28/2026	Common Stock	37,481	\$ 80.29	D	Â
Stock Option (Right to Buy)	02/28/2020	02/28/2027	Common Stock	38,427	\$ 91.07	D	Â
Stock Option (Right to Buy)	02/28/2021	02/28/2028	Common Stock	32,970	\$ 78.52	D	Â
Series A Preferred Stock	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	5,223.6123	\$ ⁽²⁾	I	By Retirement Plan Trustee

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Grabowski Mary Theresa ONE PROCTER & GAMBLE PLAZA CINCINNATI, OH 45202	Â	Â	Â Chief Human Resources Officer	Â

Signatures

/s/ Robert B. White, attorney-in-fact for Mary Theresa
Grabowski

08/02/2018

 **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) 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.
- (2) Series A Preferred Stock allocated to Officer's Retirement Plan Account pursuant to formula award provisions.

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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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