

PROCTER & GAMBLE CO

Form 425

June 04, 2008

Filed by The J. M. Smucker Company

Pursuant to Rule 425 under the Securities Act of 1933

and Deemed Filed Pursuant to Rule 14a-12

Under the Securities Exchange Act of 1934

Subject Company: The Procter & Gamble Company

Commission File No.: 001-00434

**Folgers Transaction Summary**

**Folgers  
Business  
Summary**

Smucker to merge The Procter & Gamble Company's Folgers business into the Company  
Net sales for year ended June 30, 2007 of \$1.6 billion

Brands:

Folgers

Millstone

Manufacturing locations:

New Orleans, Louisiana

Kansas City, Missouri

Sherman, Texas

1,250 employees

**Strategic  
Rationale**

Aligned with Smucker strategy of owning and marketing number one brands

Folgers brand will be 1<sup>st</sup> number one brand

Organizational size and scale will benefit all of the Smucker businesses

Transaction is expected to be accretive beginning in the first full year

Transaction will result in increased cash flow and a stronger balance sheet

Financially compelling to both parties

**Transaction  
Fundamentals**

Reverse Morris Trust

Tax-free transaction

P&G shareholders will receive 53.5% ownership position in Smucker

Smucker shareholders as of the record date will receive a one-time special dividend of \$5 per share

Assumption of \$350 million of Folgers debt

**Approvals  
Required**

Smucker shareholders

Federal Trade Commission

**Expected Closing**

Fourth quarter of calendar 2008

### **Folgers Transaction Summary**

#### **Additional Information**

In connection with the proposed transaction between Smucker and P&G, Smucker will file a registration statement with the SEC, which will include Smucker's proxy statement/prospectus. Shareholders are urged to read the proxy statement/prospectus and any other relevant documents when they become available, because they will contain important information. The proxy statement/prospectus and other documents relating to the proposed transaction (when they are available) can be obtained free of charge from the SEC's website at [www.sec.gov](http://www.sec.gov), or by contacting The J. M. Smucker Company, Shareholder Relations, Strawberry Lane, Orrville, Ohio 44667 or by calling (330) 684-3838. Smucker, P&G, and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from shareholders in connection with the proposed transaction. Information about the directors and executive officers of Smucker and P&G may be found in their most recent Annual Reports on Form 10-K and definitive proxy statements for their most recent annual meetings of shareholders filed with the SEC. Additional information regarding the interests of these participants will also be included in the proxy statement/prospectus when it becomes available. Smucker documents can be obtained free of charge from the sources indicated above. P&G documents are available free of charge on the SEC's website and also may be obtained by contacting The Procter & Gamble Company, Shareholder Services Department, PO Box 5572, Cincinnati, Ohio 45201-5572 or by calling (800) 742-6253.

#### **The J. M. Smucker Company Forward Looking Information**

This document contains certain forward-looking statements that are subject to risks and uncertainties that could cause actual results to differ materially. These include statements regarding estimates of future earnings and cash flows and expectations as to the closing of the transaction. Other uncertainties include, but are not limited to, general economic conditions within the U.S., strength of commodity markets from which raw materials are procured and the related impact on costs, the ability to obtain regulatory and shareholders' approval without unexpected delays or conditions, integration of the merged businesses in a timely and cost effective manner, retention of supplier and customer relationships and key employees, the ability to achieve synergies and cost savings in the amounts and within the time frames currently anticipated, and other factors affecting share prices and capital markets generally. Other risks and uncertainties that may materially affect Smucker are detailed from time to time in reports filed by Smucker with the SEC, including Forms 10-Q, 10-K and 8-K.