

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2003-02-10** | Period of Report: **2003-02-06**  
SEC Accession No. **0001180786-03-000002**

([HTML Version](#) on [secdatabase.com](#))

### SUBJECT COMPANY

#### **PROCTER & GAMBLE CO**

CIK: **80424** | IRS No.: **310411980** | State of Incorpor.: **OH** | Fiscal Year End: **0630**  
Type: **4** | Act: **34** | File No.: **001-00434** | Film No.: **03545859**  
SIC: **2840** Soap, detergents, cleang preparations, perfumes, cosmetics

Business Address  
*ONE PROCTER & GAMBLE  
PLZ  
CINCINNATI OH 45202  
5139831100*

### REPORTING OWNER

#### **OTTO CHARLOTTE R**

CIK: **1180786** | IRS No.: **297503317**  
Type: **4**

Mailing Address  
*C/O THE PROCTER &  
GAMBLE COMPANY,  
ONE PROCTER & GAMBLE  
PLAZA  
CINCINNATI OH 45202*

Business Address  
*C/O THE PROCTER &  
GAMBLE COMPANY,  
ONE PROCTER & GAMBLE  
PLAZA  
CINCINNATI OH 45202  
5139832993*

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

- Name and Address of Reporting Person  
 Charlotte R. Otto  
 One Procter and Gamble Plaza  
 OH, Cincinnati 45202
- Issuer Name and Ticker or Trading Symbol  
 The Procter and Gamble Company (PG)
- IRS or Social Security Number of Reporting Person (Voluntary)  
 N/A
- Statement for Month/Day/Year  
 2/6/2003
- If Amendment, Date of Original (Month/Day/Year)
- Relationship of Reporting Person(s) to Issuer (Check all applicable)  
 ( ) Director ( ) 10% Owner (X) Officer (give title below) ( ) Other  
 (specify below)  
 Global External Relations Officer
- Individual or Joint/Group Filing (Check Applicable Line)  
 (X) Form filed by One Reporting Person  
 ( ) Form filed by More than One Reporting Person

<TABLE>  
 <CAPTION>

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

1. Title of Security	2. Trans- action Date	2A. Exec- ution Date	3. Trans- action Code	3A. Deemed Execu- tion Date	4. Securities Acquired (A) or Disposed of (D) Amount	4. Securities Acquired (A) or Disposed of (D) A/ D	5. Amount of Securities Beneficially Owned Following Reported Trans(s)	6. Dir- ect (D) or Indir- ect (I)	7. Nature of Indirect Beneficial Ownership
Common Stock	2/6/2003			M	6449	A	25.1877	D	
Common Stock	2/6/2003			S	6449	D	84.87	D	
Common Stock							17233.3626	I	By Retirement Plan Trustees

<CAPTION>

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Con- version or Exer- cise Date	3. Trans- action Date	3A. Deemed Execu- tion Date	4. Trans- action Code	5. Number of De- rivative Secu- rities Acqui- red (A) or Dis- posed of (D) Amount	6. Date Exer- cisable and Expiration Date (Month/ Day/Year) Date Expir- ation Date	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Price of Deri- vative Secu- rity	9. Number of Deriva- tive Securities Benefi- cially Owned Follow- ing Reported Trans- action(s)	10. Dir- ect (D) or Indir- ect (I)	11. Nature of Indirect Beneficial Ownership		
Series A Preferred Stock	9/30/2002			A	97.205	A	4	Common Stock	97.205	5	5327.7345	I	By Retirement Plan Trustees
Stock Option (right to buy)	2/6/2003			M	6449	D	2/25/95	2/25/04	Common Stock	6449	0	D	

</TABLE>

Explanation of Responses:

- Between 7/1/02 and 9/30/02, reporting person acquired 477.7106 shares of Common Stock under Issuer's Profit Sharing Trust and Employee Stock Ownership Plan.
- Higher of \$13.75 or market price of Common Stock.
- Series A Preferred Stock allocated to officer's Retirement Plan Account pursuant to formula award provision for period 7/1/02 and 9/30/02.
- 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.

5. Series A Preferred Stock allocated to officer's Retirement Plan account pursuant to Retirement Plan provisions.

6. Due to the spin-off of a portion of Issuer's business, reporting person's stock option exercise price was adjusted, pursuant to the anti-dilution provisions of Issuer's stock option plan, in order to preserve the pre-spin-off value of the option.

7. Due to the spin-off of a portion of Issuer's business, the number of shares of the option were adjusted, pursuant to the anti-dilution provisions of Issuer's stock option plan, in order to preserve the pre-spin-off value of the option.

SIGNATURE OF REPORTING PERSON

Charlotte R. Otto

/S/ E.J. WUNSCH - ATTORNEY-IN-FACT