

PROCTER & GAMBLE Co  
Form 8-K  
February 06, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 OR 15(d) of

The Securities Exchange Act Of 1934

Date of Report (Date of earliest event reported) February 6, 2012

**THE PROCTER & GAMBLE COMPANY**

(Exact name of registrant as specified in its charter)

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**Ohio**  
(State or other jurisdiction  
of incorporation)

**1-434**  
(Commission  
File Number)

**31-0411980**  
(IRS Employer  
Identification Number)

**One Procter & Gamble Plaza, Cincinnati, Ohio**  
(Address of principal executive offices)

**45202**  
Zip Code

**(513) 983-1100**  
(Registrant's telephone number, including area code)

**45202**  
Zip Code

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

On February 6, 2012, The Procter & Gamble Company (the Company ) closed an underwritten public offering of \$1,000,000,000 aggregate principal amount of 2.300% Notes due 2022 and \$1,000,000,000 aggregate principal amount of Floating Rate Notes due 2014 under the Company s Registration Statement on Form S-3 (Registration No. 333-177762). Legal opinions related to these notes are attached hereto as Exhibits (5)(a) and (5)(c) and are incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) The following exhibits are being filed with this Current Report on Form 8-K.

<b>Exhibit Number</b>	<b>Description</b>
(5)(a)	Opinion of Kenneth L. Blackburn, Esq., Senior Counsel of the Company.
(5)(c)	Opinion of Fried, Frank, Harris, Shriver & Jacobson LLP, which is referred to in the opinion filed as Exhibit (5)(a).
(23)(a)	Consent of Kenneth L. Blackburn, Esq., which is contained in his opinion filed as Exhibit (5)(a).
(23)(c)	Consent of Fried, Frank, Harris, Shriver & Jacobson LLP, which is referred to in the opinion filed as Exhibit (5)(c).

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

**THE PROCTER & GAMBLE COMPANY**

BY: /s/ Susan S. Whaley  
Susan S. Whaley

Assistant Secretary  
February 6, 2012

**EXHIBIT INDEX**

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