

GILLETTE CO
Form 4
October 04, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JACOBI HERBERT H

(Last) (First) (Middle)

**THE GILLETTE COMPANY, 800
BOYLSTON STREET**

(Street)

BOSTON, MA 02199

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

GILLETTE CO [G]

3. Date of Earliest Transaction
(Month/Day/Year)

10/01/2005

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)

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)
Common stock \$1 par	10/01/2005		D	43,601.3	D 11 0	D	
Common stock \$1 par	10/01/2005		M	23,163.61	A \$ 0 23,163.61	D	
Common stock \$1 par	10/01/2005		D	23,163.61	D \$ 54.63 0	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Director Stock Option (right to buy)	\$ 39.41	10/01/2005		D	4,000	04/21/1998 ⁽²⁾ 04/20/2007	Common stock \$1 par
Director Stock Option (right to buy)	\$ 59.83	10/01/2005		D	4,000	04/19/1999 ⁽²⁾ 04/19/2008	Common stock \$1 par
Director Stock Option (right to buy)	\$ 50.63	10/01/2005		D	4,000	04/19/2000 ⁽²⁾ 04/18/2009	Common stock \$1 par
Director Stock Option (right to buy)	\$ 38.47	10/01/2005		D	4,000	04/24/2001 ⁽²⁾ 04/23/2010	Common stock \$1 par
Director Stock Option (right to buy)	\$ 26.08	10/01/2005		D	4,000	04/23/2002 ⁽²⁾ 04/22/2011	Common stock \$1 par
Director Stock Option (right to buy)	\$ 36.41	10/01/2005		D	5,000	05/20/2003 ⁽²⁾ 05/19/2012	Common stock \$1 par
	\$ 32.74	10/01/2005		D	5,000	05/19/2004 ⁽²⁾ 05/18/2013	

Director Stock Option (right to buy)								Common stock \$1 par	
Director Stock Option (right to buy)	\$ 41.87	10/01/2005	D	7,500	05/24/2005 ⁽²⁾	05/24/2014		Common stock \$1 par	
Director Stock Option (right to buy)	\$ 52.51	10/01/2005	D	7,500	05/16/2006 ⁽²⁾	05/16/2015		Common stock \$1 par	
Phantom Stock Units	<u>(3)</u>	10/01/2005	M	23,163.61	10/01/2005	10/01/2005		Common stock \$1 par	23

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JACOBI HERBERT H THE GILLETTE COMPANY 800 BOYLSTON STREET BOSTON, MA 02199	X			

Signatures

By: Peter M. Green as Attorney
in Fact

10/03/2005

____Signature of Reporting Person

____Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

- Disposed of pursuant to the merger agreement between The Gillette Company and The Procter & Gamble Company in exchange for
- (1) shares of The Procter & Gamble Company at an exchange ratio of .975 per share having a market price of \$59.46 per share on the effective date of the merger.
 - (2) This option was assumed by The Procter & Gamble Company in the merger and replaced with an option to purchase shares of The Procter & Gamble Company converted at an exchange ratio of .975 per share.
 - (3) 1-for-1

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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