

PROCTER & GAMBLE CO  
Form FWP  
February 04, 2009

Filed Pursuant to 433  
Registration No. 333-145938  
February 3, 2009

**Pricing Term Sheet**  
**The Procter & Gamble Company**  
4.700% Notes due February 15, 2019

<b>Issuer:</b>	The Procter & Gamble Company
<b>Aggregate Principal Amount Offered:</b>	\$1,250,000,000
<b>Maturity Date:</b>	February 15, 2019
<b>Coupon (Interest Rate):</b>	4.700%
<b>Price to Public (Issue Price):</b>	99.824% of principal amount
<b>Yield to Maturity:</b>	4.722%
<b>Spread to Benchmark Treasury:</b>	+185.0 basis points
<b>Benchmark Treasury:</b>	3.750% due November 15, 2018
<b>Benchmark Treasury Yield:</b>	2.872%
<b>Interest Payment Dates:</b>	February 15 and August 15, commencing August 15, 2009
<b>Day Count Convention:</b>	30/360
<b>Make-whole Redemption:</b>	At any time at the greater of 100% or a discount rate of Treasury plus 35 basis points
<b>Trade Date:</b>	February 3, 2009
<b>Settlement Date:</b>	February 6, 2009 (T+3)
<b>CUSIP Number:</b>	742718DN6
<b>ISIN Number:</b>	US742718DN67
<b>Denominations:</b>	\$2,000 x \$1,000
<b>Joint Book-Running Managers:</b>	Deutsche Bank Securities Inc., HSBC Securities (USA) Inc., J.P. Morgan Securities Inc.
<b>Senior Co-Managers:</b>	Citigroup Global Markets Inc., Goldman, Sachs & Co., Greenwich Capital Markets, Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. Incorporated, RBC Capital Markets Corporation
<b>Co-Managers:</b>	Barclays Capital Inc., Fifth Third Securities, Inc., Fortis Securities, ING Financial Markets LLC, Mitsubishi UFJ Securities International plc, PNC Capital Markets LLC, UBS Securities LLC
<b>Type of Offering:</b>	SEC Registered
<b>Listing:</b>	None
<b>Long-term Debt Ratings:</b>	Moody s: Aa3 (Negative Outlook); S&P: AA- (Stable) (1) \$750,000,000 of 3.500% Notes due February 15, 2015 expected to be issued on February 6, 2009 by The Procter & Gamble Company, and (2) \$1,000,000,000 of Floating Rate Notes due February 8, 2010, expected to be issued on February 6, 2009 by Procter & Gamble

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International Funding SCA, fully and unconditionally guaranteed by The Procter & Gamble Company. The closing of the offering of the notes offered hereby is not contingent on the closing of the concurrent offerings.

**Note:** A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time

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