

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2016 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2016 or fiscal plan year beginning <u>07/01/2016</u> and ending <u>06/30/2017</u>			
A	This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)	
	☒ a single-employer plan ☐ a DFE (specify) ____		
B	This return/report is:	☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)	
C	If the plan is a collectively-bargained plan, check here. ▶ ☐		
D	Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)	

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>PROCTER & GAMBLE MASTER RETIREMENT PLAN</u>	1b	Three-digit plan number (PN) ▶ <u>012</u>
		1c	Effective date of plan <u>06/09/1982</u>
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>THE PROCTER AND GAMBLE COMPANY</u> <u>KRISTIN WINBIGLER</u> <u>PG TAX DIVISION, P.O. BOX 599</u> <u>CINCINNATI, OH 45201</u>	2b	Employer Identification Number (EIN) <u>31-0411980</u>
		2c	Plan Sponsor's telephone number <u>513-983-7777</u>
		2d	Business code (see instructions) <u>325410</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	04/17/2018	KYLE SCHEIDLER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number) <u>ELIZABETH I. WILTFONG</u> <u>DELOITTE TAX LLP</u> <u>1100 WALNUT STREET, SUITE 3300</u> <u>KANSAS CITY, MO 64106-2129</u>			Preparer's telephone number <u>816-474-6180</u>

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

3a Plan administrator's name and address ☐ Same as Plan Sponsor THE PROCTER & GAMBLE U.S. BUSINESS SERVICES COMPANY GO, TE-3 ATTN - KRISTIN WINBIGLER TWO PROCTER AND GAMBLE PLAZA CINCINNATI, OH 45202		3b Administrator's EIN 26-0048600	
		3c Administrator's telephone number 513-983-7777	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	18177
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).			
a(1) Total number of active participants at the beginning of the plan year.....		6a(1)	1512
a(2) Total number of active participants at the end of the plan year		6a(2)	1374
b Retired or separated participants receiving benefits.....		6b	10871
c Other retired or separated participants entitled to future benefits		6c	4276
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d	16521
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e	1172
f Total. Add lines 6d and 6e		6f	17693
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	4
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 1E 1I 3H			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 07/01/2016 and ending 06/30/2017

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>PROCTER & GAMBLE MASTER RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>012</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>THE PROCTER AND GAMBLE COMPANY</u>	D Employer Identification Number (EIN) <u>31-0411980</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>07</u> Day <u>01</u> Year <u>2016</u>	
2 Assets:	
a Market value	2a <u>1729086745</u>
b Actuarial value	2b <u>1796480658</u>
3 Funding target/participant count breakdown	(1) Number of participants (2) Vested Funding Target (3) Total Funding Target
a For retired participants and beneficiaries receiving payment.....	<u>12232</u> <u>1102400598</u> <u>1102400598</u>
b For terminated vested participants.....	<u>4580</u> <u>218200467</u> <u>218200467</u>
c For active participants.....	<u>1513</u> <u>111199640</u> <u>126014729</u>
d Total.....	<u>18325</u> <u>1431800705</u> <u>1446615794</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.02 %</u>
6 Target normal cost.....	6 <u>3145144</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		<u>04/12/2018</u>
Signature of actuary		Date
<u>DAVID A. CORONEL</u>		<u>17-05724</u>
Type or print name of actuary		Most recent enrollment number
<u>TOWERS WATSON DELAWARE INC.</u>		<u>216-937-4000</u>
Firm name		Telephone number (including area code)
<u>1001 LAKESIDE AVENUE, SUITE 1500</u> <u>CLEVELAND, OH 44114-1172</u>		
Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice, see the Instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2016
v. 160205

Part II Beginning of Year Carryover and Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	140248008	135946692
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)		
9	Amount remaining (line 7 minus line 8)	140248008	135946692
10	Interest on line 9 using prior year's actual return of 2.29%	3211679	3113179
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		91822840
b(1)	Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of 6.22%		5711381
b(2)	Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c	Total available at beginning of current plan year to add to prefunding balance		97534221
d	Portion of (c) to be added to prefunding balance		97517874
12	Other reductions in balances due to elections or deemed elections		0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	143459687	236577745

Part III Funding Percentages			
14	Funding target attainment percentage	14	97.91%
15	Adjusted funding target attainment percentage	15	124.18%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	112.97%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
03/02/2018	245000000				
Totals ►			18(b)	245000000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years	19a
b Contributions made to avoid restrictions adjusted to valuation date	19b
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 222219703
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No
c If line 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of quarter of this plan year	
(1) 1st	(2) 2nd
(3) 3rd	(4) 4th

Part V	Assumptions Used to Determine Funding Target and Target Normal Cost					
21	Discount rate:					
a	Segment rates:	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%;">1st segment: 4.43%</td> <td style="width: 33%;">2nd segment: 5.91%</td> <td style="width: 33%;">3rd segment: 6.65%</td> </tr> </table>	1st segment: 4.43%	2nd segment: 5.91%	3rd segment: 6.65%	☐ N/A, full yield curve used
1st segment: 4.43%	2nd segment: 5.91%	3rd segment: 6.65%				
b	Applicable month (enter code)	21b	4			
22	Weighted average retirement age	22	60			
23	Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute					
Part VI	Miscellaneous Items					
24	Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No					
25	Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No					
26	Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No					
27	If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.	27				
Part VII	Reconciliation of Unpaid Minimum Required Contributions For Prior Years					
28	Unpaid minimum required contributions for all prior years	28				
29	Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29				
30	Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0			
Part VIII	Minimum Required Contribution For Current Year					
31	Target normal cost and excess assets (see instructions):					
a	Target normal cost (line 6)	31a	3145144			
b	Excess assets, if applicable, but not greater than line 31a	31b	0			
32	Amortization installments:	Outstanding Balance	Installment			
a	Net shortfall amortization installment	0	0			
b	Waiver amortization installment	0	0			
33	If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		33			
34	Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)		34			
			3145144			
	Carryover balance	Prefunding balance	Total balance			
35	Balances elected for use to offset funding requirement	0	0			
36	Additional cash requirement (line 34 minus line 35)		36			
			3145144			
37	Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)		37			
			222219703			
38	Present value of excess contributions for current year (see instructions)					
a	Total (excess, if any, of line 37 over line 36)	38a	219074559			
b	Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0			
39	Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)		39			
			0			
40	Unpaid minimum required contributions for all years		40			
			0			
Part IX	Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)					
41	If an election was made to use PRA 2010 funding relief for this plan:					
a	Schedule elected	☐ 2 plus 7 years ☐ 15 years				
b	Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011				
42	Amount of acceleration adjustment	42				
43	Excess installment acceleration amount to be carried over to future plan years	43	0			

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2016
		This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 07/01/2016 and ending 06/30/2017

<div>A</div> <div>Name of plan</div> <div>PROCTER & GAMBLE MASTER RETIREMENT PLAN</div>	<div>B</div> <div>Three-digit plan number (PN)</div> <div>▶</div> <div>012</div>
<div>C</div> <div>Plan sponsor's name as shown on line 2a of Form 5500</div> <div>THE PROCTER AND GAMBLE COMPANY</div>	<div>D</div> <div>Employer Identification Number (EIN)</div> <div>31-0411980</div>

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a

Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).....

☐ Yes ☒ No
- b

If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

TOWER WATSON DELAWARE INC.

53-0181291

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 50	NONE	992360	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

STATE STREET BANK AND TRUST COMPANY

04-1867445

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
18 19 25 51 62 68 99	NONE	747698	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

<div>SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2016</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2016 or fiscal plan year beginning 07/01/2016 and ending 06/30/2017					
A Name of plan PROCTER & GAMBLE MASTER RETIREMENT PLAN				B Three-digit plan number (PN) ▶ 012	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 THE PROCTER AND GAMBLE COMPANY				D Employer Identification Number (EIN) 31-0411980	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: P&G RETIREMENT MASTER TRUST					
b Name of sponsor of entity listed in (a): THE PROCTER & GAMBLE COMPANY					
c EIN-PN 36-3397446-099		d Entity code M		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1707381733	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	

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Schedule D (Form 5500) 2016 v.160205

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Internal Revenue Service</small> <small>Department of Labor</small> <small>Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 07/01/2016 and ending 06/30/2017		
A Name of plan PROCTER & GAMBLE MASTER RETIREMENT PLAN	B Three-digit plan number (PN) ►	012
C Plan sponsor's name as shown on line 2a of Form 5500 THE PROCTER AND GAMBLE COMPANY	D Employer Identification Number (EIN) 31-0411980	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	101640000	245000000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	1699887543	1707381733
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	1801527543	1952381733

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	131693	29123
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	131693	29123

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1801395850	1952352610
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	245000000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		245000000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		44379861
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		289379861

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	135499106	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		135499106
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)	747698	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	992360	
(4) Other	2i(4)	1183937	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		2923995
j Total expenses. Add all expense amounts in column (b) and enter total	2j		138423101

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		150956760
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **DELOITTE & TOUCHE LLP**

(2) EIN: **13-3891517**

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

		Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			
o Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☒ No **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ☒ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year 4118327. (See instructions.)

Part V Trust Information

6a Name of trust	6b Trust's EIN
6c Name of trustee or custodian	6d Trustee's or custodian's telephone number

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 07/01/2016 and ending 06/30/2017

A Name of plan <u>PROCTER & GAMBLE MASTER RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>012</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE PROCTER AND GAMBLE COMPANY</u>	D Employer Identification Number (EIN) <u>31-0411980</u>

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-3581074</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	<u>18</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☒ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2016
v. 160205

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14	Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:		
	a The current year	14a	
	b The plan year immediately preceding the current plan year	14b	
	c The second preceding plan year	14c	
15	Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:		
	a The corresponding number for the plan year immediately preceding the current plan year	15a	
	b The corresponding number for the second preceding plan year	15b	
16	Information with respect to any employers who withdrew from the plan during the preceding plan year:		
	a Enter the number of employers who withdrew during the preceding plan year	16a	
	b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	
17	If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐		

Part VI	Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans
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18	If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment
19	If the total number of participants is 1,000 or more, complete lines (a) through (c) a Enter the percentage of plan assets held as: Stock: <u>13</u> % Investment-Grade Debt: <u>87</u> % High-Yield Debt: <u>0</u> % Real Estate: <u>0</u> % Other: <u>0</u> % b Provide the average duration of the combined investment-grade and high-yield debt: ☐ 0-3 years ☒ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more c What duration measure was used to calculate line 19(b)? ☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Part VII	IRS Compliance Questions
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20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No
22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter / / and the serial number .	
22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter / / .	

The Procter & Gamble Master Retirement Plan

Employer ID No.: 31-0411980
Plan Number: 012

Financial Statements as of and for the
Years Ended June 30, 2017 and 2016, and
Independent Auditors' Report

THE PROCTER & GAMBLE MASTER RETIREMENT PLAN

TABLE OF CONTENTS

	Page
INDEPENDENT AUDITORS' REPORT	1-2
FINANCIAL STATEMENTS:	
Statements of Net Assets Available for Pension Benefits as of June 30, 2017 and 2016	3
Statements of Changes in Net Assets Available for Pension Benefits for the Years Ended June 30, 2017 and 2016	4
Notes to Financial Statements as of and for the Years Ended June 30, 2017 and 2016	5-14
NOTE: All supplemental schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	



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INDEPENDENT AUDITORS' REPORT

To The Procter & Gamble U.S. Business Services Company:

We were engaged to audit the accompanying financial statements of The Procter & Gamble Master Retirement Plan (the "Plan"), which comprise the statements of net assets available for benefits as of June 30, 2017 and 2016, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 9, which was certified by State Street Bank & Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of June 30, 2017 and 2016, and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Report on Form and Content in Compliance with Department of Labor Rules and Regulations

The form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Deloitte & Touche LLP

April 12, 2018

THE PROCTER & GAMBLE MASTER RETIREMENT PLAN

**STATEMENTS OF NET ASSETS AVAILABLE FOR PENSION BENEFITS
AS OF JUNE 30, 2017 AND 2016**

	2017	2016
ASSETS ---		
Investments — at fair value — Plan's interest in The Procter & Gamble Master Retirement Trust	\$ 1,650,814,475	\$ 1,631,552,525
Assets held in 401(h) account	56,567,258	68,333,974
Receivable — employer contribution receivable	<u>245,000,000</u>	<u>101,640,000</u>
Total assets	<u>1,952,381,733</u>	<u>1,801,526,499</u>
LIABILITIES ---		
Accrued administrative expenses	29,123	130,649
Amounts related to obligation of 401(h) account	<u>56,567,258</u>	<u>68,333,974</u>
Total liabilities	<u>56,596,381</u>	<u>68,464,623</u>
NET ASSETS AVAILABLE FOR PENSION BENEFITS	<u>\$ 1,895,785,352</u>	<u>\$ 1,733,061,876</u>

See notes to financial statements.

THE PROCTER & GAMBLE MASTER RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PENSION BENEFITS FOR THE YEARS ENDED JUNE 30, 2017 AND 2016

	2017	2016
ADDITIONS ---		
Plan's interest in The Procter & Gamble Master Retirement Trust investment income	\$ 42,680,459	\$ 36,738,902
Employer contributions	<u>245,000,000</u>	<u>101,640,000</u>
Total additions	<u>287,680,459</u>	<u>138,378,902</u>
DEDUCTIONS ---		
Benefits paid to participants	122,051,755	122,450,173
Administrative expenses	<u>2,905,228</u>	<u>3,031,350</u>
Total deductions	<u>124,956,983</u>	<u>125,481,523</u>
NET INCREASE IN NET ASSETS AVAILABLE FOR PENSION BENEFITS	162,723,476	12,897,379
NET ASSETS AVAILABLE FOR PENSION BENEFITS		
Beginning of year	<u>1,733,061,876</u>	<u>1,720,164,497</u>
End of year	<u>\$ 1,895,785,352</u>	<u>\$ 1,733,061,876</u>

See notes to financial statements.

THE PROCTER & GAMBLE MASTER RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS AS OF AND FOR THE YEARS ENDED JUNE 30, 2017 AND 2016

1. DESCRIPTION OF THE PLAN

The following description of The Procter & Gamble Master Retirement Plan (the “Plan”) provides only general information. Participants should refer to the Plan document for more complete information.

General — The Plan is a defined benefit pension plan which covers certain employees of The Procter & Gamble Company (the “Company”) and its wholly owned subsidiaries. The Plan consists of various merged plans of former employers acquired by the Company. The Plan provides for a uniform body of provisions that are applicable to all participants in the Plan, except where specified in a supplement to the Plan. Each supplement describes specific benefits provided to the eligible employees of each of the various merged plans.

State Street Bank & Trust Company (the “Trustee”) serves as trustee of the Plan, and together with other investment managers, manages the Plan’s investments. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Procter & Gamble Master Retirement Trust (the “Master Trust”) was established pursuant to a trust agreement between the Company and the Trustee. The assets of the Master Trust are held by the Trustee.

All accruable benefits of Plan participants are frozen. Therefore, no future accruals of benefits are earned by participants under the Plan. In conjunction with the freezing of benefits for all merged plans, each participant became fully vested in his or her pension benefits without regard to vesting requirements. However, participants continue to remain eligible for early retirement subsidies which become available at the participant’s retirement upon fulfillment of criteria established by the Plan.

Pension Benefits — Generally, participants are entitled to monthly pension benefits beginning at the normal retirement age of 65. Benefits are calculated based on a formula specific to each merged plan. The maximum years of benefit service is generally 35 years.

The Plan generally permits early retirement if criteria specific to each merged plan is met. The Plan also permits participants who become permanently and totally disabled to receive benefits based upon the participant’s accrued benefit calculated on the date the disability commenced. Death benefits are provided to the surviving spouse and beneficiaries depending upon the participant’s eligibility for the normal retirement benefit.

401(h) Account — The Plan holds a separate account in accordance with Section 401(h) of the Internal Revenue Code (IRC) to fund a portion of the Company’s postretirement obligations for retired Plan participants, who were employees of The Gillette Company, satisfying certain requirements specified in the Plan document. The assets held in the 401(h) account are held in the Master Trust which holds assets for the Plan and other plans sponsored by the Company and are to be used solely to fund retiree healthcare benefits. The change in the 401(h) account for the years ended June 30, 2017 and 2016 was comprised of investment income, benefit payments, and administrative expenses. The related obligations for health benefits are not included in the Plan’s obligations (in Note 5) but reflected as an obligation in the financial statements of the Gillette Retiree Medical Plan.

2. DESCRIPTION OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting — The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).

Use of Estimates — The preparation of financial statements in conformity with GAAP requires Plan management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits and changes therein at the date of the financial statements. Actual results could differ from those estimates.

Risks and Uncertainties — The Plan utilizes various investment instruments underlying the Plan's interest in the Master Trust including interest bearing cash and common collective trust funds. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Investment Valuation and Income Recognition — The Plan's investment in the Master Trust at June 30, 2017 and 2016, is presented at fair value, which has been determined based on the fair value of the underlying investments of the Master Trust. Fair value of a financial instrument is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis and dividends are recorded on the ex-dividend date. Net appreciation includes the gains and losses on investments bought and sold as well as held during the year on the underlying investments of the Master Trust.

Management fees and operating expenses charged for investments in common collective trust funds were deducted from income earned on a daily basis and were not separately reflected. Consequently, management fees and operating expenses were reflected as a reduction of investment return for such investments.

Administrative Expenses — Fees charged by the Trustee for the management and investment of Plan assets, actuarial fees and routine administrative fees are paid by the Plan. All other expenses of the Plan are paid by the Company.

Payment of Benefits — Benefit payments to participants are recorded upon distribution.

New Accounting Standards — In February 2017, the Financial Accounting Standards Board issued Accounting Standards Update No. 2017-06, Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): Employee Benefit Plan Master Trust Reporting. The amendments in this ASU clarify presentation requirements for a plan's interest in a master trust and require more detailed disclosures of the plan's

interest in the master trust. The amendments also eliminate redundancy relating to 401(h) account disclosures. The new guidance is effective for fiscal years beginning after December 15, 2018; early adoption is permitted. The ASU is to be applied retrospectively to all periods presented in the plan's financial statements. The Plan has not yet adopted this ASU.

Subsequent Events — For the year ended June 30, 2017, subsequent events were evaluated through April 12, 2018, the date the financial statements were available to be issued.

3. FAIR VALUE MEASUREMENTS

ASC 820, *Fair Value Measurements and Disclosures*, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value, as follows: Level 1, which refers to securities valued using unadjusted quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3, which refers to securities valued based on significant unobservable inputs. There are no Level 2 or Level 3 investments in this plan. Assets are valued in their entirety based on the lowest level of input that is significant to the fair value measurement.

Asset Valuation Methodology — Valuation methodologies maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at June 30, 2017 and 2016.

Common Collective Trust Funds — Valued at the net asset value of units of a bank collective trust. The net asset value is used as a practical expedient to estimate fair value. The net asset value is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported net asset value. Transactions (purchases and sales) may occur daily. Redemption for common collective trusts is permitted daily with no other restrictions or notice periods and there are no unfunded commitments. In accordance with GAAP, the common collective trust funds measured at net asset value have not been classified in the fair value hierarchy. The fair value amounts presented in the table below are intended to permit reconciliation to the investments presented in footnote 6.

Transfers Between Levels — The Master Trust's policy and the Plan's policy is to recognize transfers between levels at the actual date of the event or change in circumstances that caused the transfer. The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another.

We evaluate the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the years ended, June 30, 2017 and 2016, there were no transfers between levels.

The following table sets forth by level, within the fair value hierarchy, the Master Trust's assets at fair value as of June 30, 2017 and 2016:

	Fair Value Measurements	
	2017	2016
Master Trust Investments:		
Interest bearing cash - Level 1	\$ 20,434,953	\$ 28,249,811
Subtotal - Level 1	<u>20,434,953</u>	<u>28,249,811</u>
Investments measured at NAV -		
Common collective trusts	<u>1,748,078,846</u>	<u>1,733,258,376</u>
Total	<u>\$ 1,768,513,799</u>	<u>\$ 1,761,508,187</u>

4. FUNDING POLICY

Contributions to provide benefits under the Plan are made solely by the Company. The Company's funding policy is to make cash contributions to the Plan in amounts as determined by the Plan's independent actuary. The Company met the minimum funding requirements of ERISA for the Plan for the years ended June 30, 2017 and 2016. No contributions to the Plan were required in 2017 or 2016. For the years ended June 30, 2017 and 2016, the Company elected to make contributions to the Plan.

5. ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to the services rendered by employees as of the valuation date. Accumulated plan benefits include benefits expected to be paid to (1) retired or terminated employees or their beneficiaries, (2) beneficiaries of employees who have died, and (3) present employees or their beneficiaries. Benefits payable under all circumstances — retirement, death, disability and termination of employment — are included to the extent they are deemed attributable to employee service rendered to the valuation date. The actuarial present value of accumulated plan benefits is determined by an independent actuary and is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

The actuarial present value of accumulated plan benefits as of June 30, 2016, the measurement date, is as follows:

	2016
Vested benefits:	
Participants and/or beneficiaries currently receiving benefits	\$ 1,200,974,560
Other participants	<u>387,270,024</u>
Total vested benefits	1,588,244,584
Nonvested benefits	<u>14,814,135</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 1,603,058,719</u>

The changes in the actuarial present value of the Plan's accumulated plan benefits for the year ended June 30, 2016, are as follows:

	2016
Actuarial present value of accumulated plan benefits — beginning of year	\$ 1,558,016,865
Increase (decrease) during the year attributable to:	
Actuarial (gains)/losses	15,401,371
Interest due to the decrease in the discount period	93,549,486
Benefits paid	(122,450,173)
Assumption changes	<u>58,541,170</u>
Actuarial present value of accumulated plan benefits — end of year	<u>\$ 1,603,058,719</u>

The significant actuarial assumptions used in the June 30, 2016 and 2015, valuations were:

Mortality — 2016: The RP-2014 Healthy White Collar Mortality Tables with separate mortality rates for annuitants and non-annuitants rolled back to 2006 with MP-2014, then projected generationally using Scale MP-2015.

2015: The RP-2014 Healthy White Collar Mortality Tables with separate mortality rates for annuitants and non-annuitants rolled back to 2006 with MP-2014, then projected generationally using Scale MP-2014.

Retirement — Active participants are assumed to retire at the following rates, provided they are eligible at such age:

Age	Retirement Rate	Age	Retirement Rate
<55	0.0%	63	30.0%
55	10.0%	64	25.0%
56	10.0%	65	50.0%
57	15.0%	66	40.0%
58	15.0%	67	40.0%
59	15.0%	68	40.0%
60	20.0%	69	40.0%
61	20.0%	70	100.0%
62	35.0%		

Interest Rate — 5.75% and 6.25% per annum for 2016 and 2015, respectively

The foregoing actuarial assumptions are based on the presumption that the Plan will continue indefinitely. If the Plan were to be terminated, different actuarial assumptions and other factors would be applicable in determining the actuarial present value of accumulated plan benefits.

6. INTEREST IN MASTER TRUST

The Plan's investment assets are held in a trust account at the Trustee and consist of an undivided interest in an investment account of the Master Trust, a master trust established by the Company and administered by the Trustee. Use of the Master Trust permits the commingling of trust assets with the assets of the Procter & Gamble Puerto Rico Pension Plan and The Gillette Company Retirement Plan for Collectively-Bargained Employees for investment and administrative purposes. The Trustee maintains supporting records for the purpose of allocating the net gain or loss of the investment account to the participating plans. The net investment income/(loss) of the investment assets is allocated by the Trustee to each participating plan based on the relationship of the interest of each plan to the total of the interests of the participating plans.

The net assets and investments of the Master Trust at June 30, 2017 and 2016, are summarized as follows:

	2017	2016
Investments —		
Interest bearing cash	\$ 20,434,953	\$ 28,249,811
Investments measured at NAV -		
Common collective trusts	<u>1,748,078,846</u>	<u>1,733,258,376</u>
Total investments — at fair value	1,768,513,799	1,761,508,187
Receivables — accrued investment income	<u>21,077</u>	<u>10,611</u>
Net assets of The Procter & Gamble		
Master Retirement Trust	<u>\$ 1,768,534,876</u>	<u>\$ 1,761,518,798</u>
Plan's interest in The Procter & Gamble		
Master Retirement Trust	\$ 1,650,814,475	\$ 1,631,552,525
Plan's interest in Master Trust as a percentage		
of the total	93 %	93 %

The net investment income of the Master Trust for the years ended June 30, 2017 and 2016, is summarized below:

	2017	2016
Interest income	<u>\$ 163,452</u>	<u>\$ 123,715</u>
Net appreciation in fair value of investments:		
Common collective trust funds	<u>45,821,106</u>	<u>39,628,295</u>
Investment income of Master Trust	<u>\$ 45,984,558</u>	<u>\$ 39,752,010</u>

7. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

The Company is a party-in-interest, as defined by ERISA. However, the administrative exemption provided under ERISA allows the Company to provide administrative services to the Plan. There were no fees paid by the Plan to the Company for administrative services for the years ended June 30, 2017 and 2016.

The Plan's investment in the Master Trust as of June 30, 2017 and 2016, is managed by the Trustee as defined by the Plan and, therefore, these transactions qualify as exempt party-in-interest transactions. Fees paid by the Plan to the Trustee for investment management services were \$719,881 and \$460,382 for the years ended June 30, 2017 and 2016, respectively.

8. FEDERAL INCOME TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated March 23, 2017, that the Plan was designed in accordance with the applicable regulations of the Internal Revenue Code (IRC). The Plan is subject to routine audits by taxing jurisdictions at any time. The Company and the Plan administrator have concluded that the Plan, as designed and operated, complies with the applicable requirements of the IRC and the Plan remains tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

9. INFORMATION CERTIFIED BY THE TRUSTEE

The following is a summary of the unaudited information regarding the Plan as of June 30, 2017 and 2016, and for the years then ended, included in the Plan's financial statements that was prepared by or derived from information prepared by State Street Bank and Trust Company, the trustee of the Plan, and furnished to the Plan administrator. The Plan administrator has obtained certifications from the Trustee that such information is complete and accurate.

	2017	2016
Statements of net assets available for benefits — investments — at fair value:		
Plan's interest in The Procter & Gamble Master Retirement Trust	\$ 1,650,814,475	\$ 1,631,552,525
* Assets held in 401(h) account	56,567,258	68,335,018
Amounts related to obligation of 401(h) account	56,567,258	68,335,018

* Net assets held in 401(h) account reported on the statement of net assets available for pension benefits as of June 30, 2016, are net of \$1,044 of accrued expenses.

	2017	2016
Statements of changes in net assets available for pension benefits:		
**Plan's interest in The Procter & Gamble Master Retirement Trust investment income	\$ 42,680,459	\$ 36,738,902

Notes 3 and 6: All investment balances and investment information, excluding the classification of investments in Note 3.

**Represents the net appreciation in value of the Plan's investments (including securities bought and sold as well as held during the years ended June 30, 2017 and 2016).

10. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan, in certain circumstances, to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event the Plan is terminated, the net assets of the Plan will be allocated for payment of plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations there under, and the Plan documents.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (PBGC) if the Plan terminates. Generally, the PBGC guarantees most vested normal-age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Whether all participants receive their benefits should the Plan be terminated at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority of those benefits to be paid and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty while other benefits may not be provided for at all.

11. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net investments per the financial statements to the Form 5500 as of June 30, 2017 and 2016:

	2017	2016
Investments per the financial statements:		
Investments — at fair value	\$ 1,650,814,475	\$ 1,631,552,525
Plus investments held in 401(h) account	<u>56,567,258</u>	<u>68,335,018</u>
Net investments per Form 5500	<u>\$ 1,707,381,733</u>	<u>\$ 1,699,887,543</u>

The following is a reconciliation of components of the changes in net assets available for pension benefits per the financial statements to Form 5500 for the year ended June 30, 2017:

	Amounts per Financial Statements	Adjustment Related to 401(h) Account	Amounts per Form 5500
Net investment gain from investments	\$ 42,680,459	\$ 1,699,402	\$ 44,379,861
Administrative expenses	2,905,228	18,767	2,923,995
Benefits paid	122,051,755	13,447,352	135,499,107

* * * * *

Plan Name	Procter & Gamble Master Retirement Plan
Plan Sponsor EIN	31-0411980
ERISA Plan #	012
Plan Year Ending	June 30, 2017

The required attachment marked with an “X” in the Attachment column is included within the Accountant’s Opinion attachment to Sch. H, Part III, Line 3, which consists of the entire audit report issued by the plan’s Independent Qualified Public Accountant (IQPA).

Form / Schedule	Line #	Description	Attachment
5500 Sch. H	Line 3	Financial statements used in formulating the IQPA's opinion	X
5500 Sch. H	Line 4i	Schedule of Assets (Held at End of Year)	
5500 Sch. H	Line 4i	Schedule of Assets (Acquired and Disposed of Within Year)	
5500 Sch. H	Line 4j	Schedule of Reportable Transactions	
5500 Sch. H	Line 4a	Schedule of Delinquent Participant Contributions	

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	The Procter & Gamble Company
EIN/PN	31-0411980/012
Plan Name	The Procter & Gamble Company Master Retirement Plan
Valuation Date	July 1, 2016
Enrolled Actuary	David Coronel
Enrollment Number	17-05724

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	Procter & Gamble - US
Valuation Date:	July 1, 2016

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22
Description of Weighted Average Retirement Age
as of July 1, 2016

Age of Retirement (A)	Rates of Retirement (B)	% Retiring (C)	Weighted Ages (A)*(C)
55	10.00%	10.00%	5.5000
56	10.00%	9.00%	5.0400
57	15.00%	12.15%	6.9255
58	15.00%	10.33%	5.9900
59	15.00%	8.78%	5.1792
60	20.00%	9.95%	5.9693
61	20.00%	7.96%	4.8550
62	35.00%	11.14%	6.9085
63	30.00%	6.21%	3.9111
64	25.00%	3.62%	2.3177
65	50.00%	5.43%	3.5308
66	40.00%	2.17%	1.4341
67	40.00%	1.30%	0.8735
68	40.00%	0.78%	0.5319
69	40.00%	0.47%	0.3238
70	100.00%	0.70%	0.4928

Retirement Age =====> 60

Plan Name: The Procter & Gamble Company Master Retirement Plan
EIN / PN: 31-0411980 / 012
Plan Sponsor: Procter & Gamble - US
Valuation Date: July 1, 2016

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26
Schedule of Active Participant Data for Frozen Plans as of July 1, 2016

	Years of Credited Service																			
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over	
Attained Age	No.	Avg. Ben.	No.	Avg. Ben.	No.	Avg. Ben.	No.	Avg. Ben.	No.	Avg. Ben.	No.	Avg. Ben.	No.	Avg. Ben.	No.	Avg. Ben.	No.	Avg. Ben.	No.	Avg. Ben.
Under 25	0		0		0		0		0		0		0		0		0		0	
25 – 29	0		1		0		0		0		0		0		0		0		0	
30 – 34	0		4		2		0		0		0		0		0		0		0	
35 - 39	0		19		19		3		0		0		0		0		0		0	
40 - 44	0		45	760	60	3,142	36	9,231	9		1		0		0		0		0	
45 - 49	0		56	934	75	3,009	59	8,042	70	15,648	11		0		0		0		0	
50 - 54	0		41	946	96	3,143	63	7,730	92	17,079	55	22,827	4		0		0		1	
55 - 59	0		39	1,183	84	3,220	98	6,819	75	15,517	71	24,973	31	26,264	7		0		0	
60 - 64	0		18		55	2,201	35	4,206	40	9,169	38	13,519	23	18,986	19		1		0	
65 - 69	0		5		15		11		9		6		3		1		0		1	
70 & Over	2		0		0		1		0		2		1		0		0		0	

Plan Name: The Procter & Gamble Company Master Retirement Plan
 EIN / PN: 31-0411980 / 012
 Plan Sponsor: Procter & Gamble - US
 Valuation Date: July 1, 2016

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions/Methods

Plan Sponsor

The Procter & Gamble Company

EIN/PN

31-0411980/012

Economic Assumptions

Interest rate basis:

- | | |
|-----------------------|-----------------|
| ▪ Applicable month | March |
| ▪ Interest rate basis | 3-Segment Rates |

Interest rates:

Reflecting Corridors

- | | | |
|---------------------------|-------|-------|
| ▪ First segment rate | 4.43% | 1.46% |
| ▪ Second segment rate | 5.91% | 3.93% |
| ▪ Third segment rate | 6.65% | 4.94% |
| ▪ Effective interest rate | 6.02% | 4.15% |

Annual rates of increase

- | | |
|-------------------------------------|-----|
| ▪ Compensation: | N/A |
| ▪ Future Social Security wage bases | N/A |
| ▪ Statutory limits on compensation | N/A |
| ▪ Assumed cost of living | N/A |

PRA Balance

- | | |
|-----------------|----------|
| ▪ Interest rate | 6.00% |
| ▪ Form | Lump sum |

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

SCHEDULE SB ATTACHMENTS

Demographic Assumptions

Inclusion date	The valuation date coincident with or next following the date on which the employee becomes a participant. Participation is frozen for all employees.
New or rehired employees	It was assumed there will be no new or rehired employees.
Administrative “and investment” expenses	Plan-related expenses are assumed to equal “non-PBGC” expenses for the prior year plus an estimate of current year PBGC premiums to be paid from the trust. For 2016, this amount is \$3,145,144.

Mortality

■ Healthy	The prescribed mortality assumption under IRC §430(h)(3)(A) using static tables with separate mortality rates for annuitants and non-annuitants.
■ Disabled	The prescribed mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code for healthy lives using static tables with separate mortality rates for annuitants and non-annuitants.

Retirement

a. Active Participants

Active participants are assumed to retire at the following rates, provided they are eligible to retire at such age.

Age	Retirement Rate	Age	Retirement Rate
<55	0.0%	63	30.0%
55	10.0%	64	25.0%
56	10.0%	65	50.0%
57	15.0%	66	40.0%
58	15.0%	67	40.0%
59	15.0%	68	40.0%
60	20.0%	69	40.0%
61	20.0%	70	100.0%
62	35.0%		

b. Terminated Vested Participants: Age 65

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

SCHEDULE SB ATTACHMENTS

Disability rates Assumed incidence and termination is based on Social Security Study #75 brought to a unisex basis.

Termination rates The rates at which participants are assumed to leave the company by age are shown below:

Age	Male Withdrawal Rate	Female Withdrawal Rate
30	7.310%	13.306%
35	7.160	9.529
40	7.010	7.313
45	6.860	6.658
50	6.710	7.564
55	0.000	0.000

Form of payment For valuation purposes, participants are assumed to elect the normal form.

Percent married For purposes of valuing the pre-retirement surviving spouse's benefit, 85% of eligible male participants are assumed to be married and 50% of eligible female participants are assumed to be married.

Spouse age Male participants are assumed to be 3 years older than their spouses and female participants are assumed to be 3 years younger than their spouses.

Timing of benefit payments Annuity payments are payable monthly at the beginning of the month.

Methods

Valuation date First day of plan year

Funding target Present value of accrued benefits as required by regulations under IRC §430.

Target normal cost Present value of benefits expected to accrue during the plan year plus plan-related expenses expected to be paid from plan assets during the plan year as required by regulations under IRC §430.

Plan Name: The Procter & Gamble Company Master Retirement Plan
EIN / PN: 31-0411980 / 012
Plan Sponsor: The Procter & Gamble Company
Valuation Date: July 1, 2016

SCHEDULE SB ATTACHMENTS

Actuarial value of assets [for determining minimum required contributions]

An average value of assets is determined based on the market value as of the valuation date and the market values on the two preceding 12 month periods. Adjustments are made to the asset values for contributions, benefit payments, expenses and expected investment returns over the period between the respective preceding determination dates and the current valuation date, as applicable.

Benefits not valued

All benefits described in the Plan Provisions section of this report were valued.

Source of Prescribed Methods

Funding methods

The methods used for funding purposes as described in Appendix A, including the method of determining plan assets, are “prescribed methods set by law”, as defined in the actuarial standards of practice (ASOPs). These methods are required by IRC §430, or were selected by the plan sponsor from a range of methods permitted by IRC §430.

Assumptions Rationale – Significant Economic Assumptions

Interest Rate

Assumptions used for funding purposes are as prescribed by IRC §430(h). The interest rate used for ASC 960 purposes was chosen as a reasonable expectation of long-term returns given the plan’s target investment mix.

Assumptions Rationale – Significant Demographic Assumptions

Interest Rate

Assumptions used for funding purposes are as prescribed by IRC §430(h). The mortality assumption used for ASC 960 purposes is based on a recent Society of Actuaries study.

Disabled Mortality

Assumptions used for funding purposes are as prescribed by IRC §430(h). The mortality assumption used for ASC 960 purposes is based on a recent Society of Actuaries study.

Termination

Assumed termination rates differ by age and gender because of observed differences in termination rates by age and gender.

Disability

Assumed disability rates differ by age and gender because of observed differences in disability rates by age and gender.

Retirement

Assumed retirement rates differ by age and gender because of observed differences in retirement rates by age.

Marriage

Marital assumptions including spouse age difference are based on general population averages.

Plan Name:

The Procter & Gamble Company Master Retirement Plan

EIN / PN:

31-0411980 / 012

Plan Sponsor:

The Procter & Gamble Company

Valuation Date:

July 1, 2016

Schedule SB, Part V Summary of Plan Provisions

Plan Sponsor

The Procter & Gamble Company

Effective Date and Most Recent Amendment

The plan was adopted effective June 9, 1982. The plan was last amended and restated effective as of January 1, 2016.

Plan Year

July 1 to June 30.

Procter & Gamble Master Retirement Plan P&G Pharmaceuticals, Inc. Retirement Program for Salaried Employees Supplement A

Coverage and Participation

The Plan covers prior salaried active participants with frozen benefits, along with retired and terminated vested salaried employees at Procter & Gamble Pharmaceuticals, Inc. No new active participants will be added to this Supplement after July 30, 1991.

Benefit Service

Benefit service is used to determine the amount of a participant's benefit. Benefit service is equal to the accrued service under the provisions of the plan as of December 31, 1975, plus continuous employment after December 31, 1975, reduced by:

- (a) Service while the participant was not a salaried employee;
- (b) Service while disabled, if he had less than fifteen years of benefit service at time of disablement;
- (c) Service between termination date and reemployment date, if any.

For participants formerly covered by the Baylor plan, service excludes any period during which the employee was eligible to contribute to such prior plan but elected not to do so.

Benefit service is credited up to a maximum 35 years, except that for participants who had at least 30 years of benefit service as of December 31, 1986, but were less than age 55 at that date, benefit service is limited to 50 years. No benefit service will be credited after July 30, 1991.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

Vesting Service

Vesting service is used to determine a participant's eligibility for vested benefits under the plan. It is determined in completed full years and months, and is based on the period of employment from date of hire, subject to the break-in-service provisions of the Plan.

Compensation

Compensation is defined as total W-2 pay before any salary reduction, with certain specified exclusions, (including payments pursuant to the Procter & Gamble Profit Incentive Plan) and with certain specified adjustments. Compensation includes salesperson bonus payments and executive additional compensation.

Final Average Monthly Compensation

Final average monthly compensation is 1/36 of compensation during the three consecutive calendar years (out of the last ten completed before retirement or termination) during which pay was highest.

Final Monthly Compensation

One-twelfth of the compensation in the highest-paid year used in determining final average monthly compensation.

Normal Retirement Date

The normal retirement date is the first day of the calendar month following the month in which a participant attains normal retirement age.

Normal Retirement

Eligibility: A participant is eligible for normal retirement at age 65 and after reaching the 5th anniversary of plan participation.

Benefit: The monthly normal retirement benefit is the greater of (a), (b), and (c):

- (a) 50% of final average monthly compensation less 50% of the Primary Social Security benefit, multiplied by the ratio of benefit service (maximum 35) to 30.
- (b) 1% of final average monthly compensation multiplied by benefit service (maximum 35), with a maximum of 80% of final monthly compensation less 100% of the Primary Social Security benefit.
- (c) \$20 per month per year of service.

Benefit accruals were frozen effective July 30, 1991.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

Minimum Benefit

For employees who were retirement eligible as of January 1, 1987, a minimum benefit is provided. This minimum is equal to the benefit which the employee would have received if the plan as in effect December 31, 1987, had continued without change.

Frozen Benefits

Greenville:

Benefits for the Greenville salaried employees were frozen as of July 1, 1987. Benefits were calculated based on service accrued to June 30, 1987, and on average final earnings calculated as of June 30, 1987. The monthly benefit is payable at normal retirement age and is reduced 5/9% for each month (maximum of 60) by which payments precede age 65 and 5/18% for each month by which payments precede age 60.

Norwich Salaried:

Benefits for the Norwich Salaried employees were frozen as of July 30, 1991. Benefits were calculated based on service accrued to July 30, 1991, and on average final earnings calculated as of July 30, 1991. The monthly benefit is payable at normal retirement age and is reduced by 1/3% for each month by which the first payment precedes age 62. The maximum reduction is 28% at age 55.

Early Retirement

Eligibility: A participant who has attained age 55 and completed five years of vesting service is eligible for a retirement benefit.

Benefit: For the Greenville salaried employees and other salaried employees who terminated prior to January 1, 1987: the monthly benefit is computed as for normal retirement and then reduced 5/9% for each month (maximum of 60) by which the first payment precedes age 65 and 5/18% for each month by which the first payment precedes age 60.

For salaried employees who terminated after January 1, 1987: the monthly benefit is computed as for normal retirement and then reduced by 1/3% for each month by which the first payment precedes age 62.

Disability Retirement

Eligibility: There is no specific disability benefit under the plan, but a disabled participant (one receiving long-term disability benefits under an employer plan) with at least 15 years of service may count such period of disability as service towards his eventual retirement benefit.

Benefit: Not applicable.

Vested Benefits upon Termination of Service

Eligibility: A participant whose employment terminates after at least five years of vesting service is eligible for a benefit beginning no earlier than age 55.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

Benefit: The monthly benefit is computed as for early retirement.

Special Vesting Provision: All employees who were participants as of June 30, 1991, are fully vested in the benefit accrued as of July 30, 1991, under provisions of the plan as in effect on that date.

Late Retirement Benefit

The monthly benefit is computed as for normal retirement, recognizing pay and service credited after normal retirement age.

Pre-retirement Spouse's Death Benefit

Eligibility: If a participant dies after attaining age 55 or completing five years of vesting service, but before his normal retirement age and after being married at least one year, his spouse is eligible for a preretirement spouse's death benefit. This applies to active participants, disabled participants with at least five years of service at time of disability, terminated vested participants, and early retirees.

Benefit: The monthly annuity is equal to 50% of the actuarially equivalent joint and 50% spouse's annuity which would have been payable to the participant at the later of normal retirement age or his date of death. Payments to the spouse will commence no earlier than the date that the employee would have first been eligible for early retirement benefits.

Return of Employee Contribution Upon Death

In the event that a participant and any contingent annuitant die before receiving benefits which exceed the individual's employee contributions, if any, with interest, a lump sum value of the difference will be paid.

Normal Form of Payment

Life annuity. However, unless a married participant otherwise elects, the benefit is automatically converted to an actuarially equivalent joint and 50% spouse's annuity. This conversion occurs at a participant's normal retirement date even if he actually retires prior to that date.

Optional Forms of Payment

Life Annuity

Joint and Spouse: 50%, 75% or 100%

Joint and Survivor: 50%, 75% or 100%

Certain and Life: 10 years

Social Security level income option

Primary Social Security Benefit

The Primary Social Security benefit is the monthly amount available at age 65 under the Federal Social Security Act in effect at the earlier of termination of employment or normal retirement age. Wage increases prior to hire are assumed from the later of age 22 or January 1, 1951, to be in accordance with national average wage increases (as determined by the Social Security Administration) to the rate in effect when hired. For participants who terminate after attaining early

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

retirement age or becoming eligible for disability benefits, no future earnings are assumed after termination. For other participants, constant earnings are assumed to age 65 at the rate in effect at termination. Participants are deemed to have terminated on the earlier of their termination date or July 30, 1991. No wages paid after December 31, 1990, shall be included.

Former Plan

Morton-Norwich Products, Inc. Pension Plan for Salaried Employees.

Changes in Plan Provisions Since Last Actuarial Valuation

None.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

**Procter & Gamble Master Retirement Plan
Fisher Nut Retirement Program
Supplement B**

Coverage and Participation

Covered employees include employees of Fisher Nut who have completed one year of eligibility service and who are in any executive or managerial position; in a technical, professional, administrative or clerical position; or in a sales position; and who are not classified as route drivers. No participants were added from any location as of the date it was closed or sold. Effective October 11, 1995 no further participation was allowed.

Benefit Service

Benefit service is used to determine the amount of a participant's benefit. Benefit service is equal to the participant's continuous employment from date of hire, reduced by:

- (a) A calendar year during which the participant does not complete an hour of service,
- (b) Service between termination date and reemployment date, if any.

Benefit service includes the period while the participant is receiving benefits under a disability income plan or receiving Social Security disability payments. No benefit service was credited after the date a participant's location was closed or sold.

Vesting Service

Vesting service is used to determine a participant's eligibility for vested benefits under the plan. It is determined based on the period commencing on the date an employee first completes an hour of service and ending on the date his employment with all Employers is severed, subject to the break-in-service provisions of the Plan. Effective October 11, 1995, all active employees became fully vested in their accrued benefits in connection with the sale of Fisher Nut.

Compensation

Compensation is defined as total W-2 pay before any salary reduction, with certain specified exclusions and with certain specified adjustments. Compensation includes severance benefits.

Final Average Monthly Compensation

Final average monthly compensation is the greater of (1) or (2) below:

- (1) 1/60th of compensation during the five calendar years (out of the last fifteen completed before retirement or termination) during which pay was the highest.
- (2) 1/60th of compensation during the 60 consecutive calendar months (out of the last 120 completed before retirement or termination) during which pay was the highest.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

Normal Retirement

Eligibility: A participant is eligible for normal retirement at age 65 and after reaching the 5th anniversary of plan participation.

Benefit: The monthly normal retirement benefit is the sum of (a) and (b):

- (a) 1% of final average monthly compensation multiplied by benefit service
- (b) The excess, if any, of (1) over (2):
 - (1) .5% of final average monthly compensation multiplied by benefit service
 - (2) 1.5% of the Primary Social Security benefit multiplied by benefit service (maximum 50% of Primary Social Security benefit).

Minimum Benefit: For certain employees who reached age 65 prior to March 1, 1988, and whose employment is severed after March 1, 1988, a minimum benefit is provided. This minimum is equal to the benefit which the employee would have received on February 29, 1988, if the Plan in effect January 1, 1987, had continued without change.

Normal Retirement Date

The normal retirement date is the first day of the calendar month following the month in which a participant attains normal retirement age.

Late Retirement

The monthly benefit is computed as for normal retirement, recognizing pay and service credited after normal retirement age.

Early Retirement

Eligibility: A participant who has attained age 55 and completed five years of vesting service is eligible for a retirement benefit.

Benefit: The monthly benefit is computed as for normal retirement and then reduced by .5% for each month by which the first payment precedes age 60. If, however, the participant terminates employment on or after the Formula 90 Date, there is no reduction in benefits. Special limits may apply to the Social Security offset for certain employees.

Disability Retirement

Eligibility: There is no specific disability benefit under the plan, but a disabled participant (one receiving long-term disability benefits under an employer plan) may count such period of disability as service towards his eventual retirement benefit.

Benefit: Not applicable.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

Vested Benefits Upon Termination of Service

Eligibility: A participant whose employment terminates after at least five years of vesting service is eligible for a benefit beginning no earlier than age 55.

Benefit: The monthly benefit is computed as for early retirement.

Special Vesting Provision: Effective October 11, 1995, all active employees became fully vested in their accrued benefits in connection with the sale of Fisher Nut.

Pre-retirement Spouse's Death Benefit

Eligibility: If a participant dies after completing five years of vesting service, but before his normal retirement age and after being married at least one year, his spouse is eligible for a pre-retirement spouse's death benefit. This applies to active participants, disabled participants with at least five years of service at time of disability, terminated vested participants, and early retirees.

Benefit: The monthly annuity is equal to 50% of the accrued early retirement joint and 50% spouse's annuity which would have been payable to the participant at the earliest retirement age (or date of death, if later). Payments to the spouse will commence no earlier than the date the employee would have been first eligible for early retirement benefits.

Special Spouse's Annuity

Eligibility: If an active participant dies after completing ten years of vesting service (or, prior to January 1, 1988, the participant had attained age 55 and completed five years of vesting service) and after being married for one year, the spouse may elect to receive the special spouse's annuity in lieu of the preretirement spouse's death benefit.

Benefit: The monthly annuity is equal to 40% of a benefit based on projected service and final average monthly compensation equal to the greater of compensation in the calendar year prior to the year of death or final average monthly compensation as of the date of death. This amount is reduced by 1/5% for each month over 120 by which the surviving spouse's date of birth follows the participant's date of birth. Payments to the spouse commence in the month following the participant's date of death.

Normal Form of Payment

Life annuity. However, unless a married participant otherwise elects, the benefit is automatically converted to an actuarially equivalent joint and 50% spouse's annuity.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

Optional Forms of Payment

Single Life

Joint and Spouse: 50%, 75% or 100%

Joint and Survivor: 50%, 75% or 100%

Certain and Life: 10 or 15 years

Primary Social Security Benefit

The Primary Social Security benefit is the monthly amount available at age 65 under the Federal Social Security Act in effect at age 65 or, if later, actual age at retirement. Wage increases prior to hire are assumed to be in accordance with national average wage increases (as determined by the Social Security Administration) to the rate in effect when hired. If a participant terminates employment prior to his normal retirement date, constant earnings are assumed to age 65 at the rate in effect at termination.

Formula 90 Date

The first date of which the participant is at least age 55 and the sum of age plus vesting service is at least 90.

Former Plan

The Beatrice Retirement Income Plan.

Changes in Plan Provisions Since Last Actuarial Valuation

None.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

**Procter & Gamble Master Retirement Plan
Fisher Nut Edenton/Suffolk
Service Related Retirement Program
Supplement C**

Coverage and Participation

Covered employees include all nonunion, nonexempt hourly production employees at the Edenton and Suffolk facilities. Covered employees shall become participants after completing one year of eligibility service. Effective October 11, 1995, accrual of benefits and participation under this plan were frozen.

Benefit Service

Benefit service is used to determine the amount of a participant's benefit. A participant accrues one year of benefit service for each calendar year in which 1,800 hours are worked. A fractional year of benefit service is expressed in months and is determined by multiplying a fraction, where the numerator is the number of hours worked (not less than 1,000 hours) and the denominator is 1,800 hours. Benefit service is subject to Break-in-Service rules and is reduced by:

- (a) A calendar year during which the participant completed less than 500 hours of service,
- (b) Service between termination date and reemployment date, if any.

Benefit service is credited up to a maximum of 40 years. No benefit service was credited after October 11, 1995.

Vesting Service

Vesting service is used to determine a participant's eligibility for vested benefits under the plan. It is determined in completed full years, and an employee accrues one year of vesting for each calendar year during which he completes 1,000 hours of service. Effective October 11, 1995, all active employees became fully vested in their accrued benefits in connection with the sale of Fisher Nut.

Normal Retirement

Eligibility: A participant is eligible for normal retirement at age 65.

Benefit: The monthly retirement benefit per month per year of benefit service (maximum 40 years) is:

\$7.50 effective September 1, 1993
\$10.00 effective September 1, 1994
\$18.00 effective October 11, 1995

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

Normal Retirement Date

The normal retirement date is the first day of the calendar month following the month in which a participant attains normal retirement age.

Late Retirement

The monthly benefit is computed as for normal retirement, recognizing service credited after normal retirement age.

Early Retirement

Eligibility: A participant who has attained age 55 and completed five years of vesting service is eligible for a retirement benefit.

Benefit: The monthly benefit is computed as for normal retirement and then reduced by .5% for each month by which the first payment precedes age 65.

Disability Retirement

Eligibility: A participant who becomes permanently disabled (unable to engage in any occupation at his place of employment) after age 45 and 15 years of vesting service is eligible for a disability benefit after being disabled for six months.

Benefit: The disability benefit is the greater of the accrued benefit or \$50.

Vested Benefits Upon Termination of Service

Eligibility: A participant whose employment terminates after at least five years of vesting service is eligible for a benefit beginning no earlier than age 55.

Benefit: The monthly benefit is computed as for early retirement.

Special Vesting Provision: Effective October 11, 1995, all active employees became fully vested in their accrued benefits in connection with the sale of Fisher Nut.

Pre-retirement Spouse's Death Benefit

Eligibility: If a participant dies after completing five years of vesting service, but before his normal retirement age, and after being married at least one year, his spouse is eligible for a preretirement spouse's death benefit. This applies to active participants, disability retirees, terminated vested participants, and early retirees.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

Benefit: The monthly annuity is equal to 50% of the accrued early retirement joint and 50% spouse's annuity which would have been payable to the participant at the earliest retirement age (or date of death, if later). Payments to the spouse will commence no earlier than the date that the employee would have first been eligible for early retirement benefits.

Normal Form of Payment

Life annuity. However, unless a married participant otherwise elects, the benefit is automatically converted to an actuarially equivalent joint and 50% spouse annuity.

Optional Forms of Payment

Single Life

Joint and Spouse: 50%, 75% or 100%

Joint and Survivor: 50%, 75% or 100%

10-Year Certain & Life

Former Plan

The Fisher Nut Company – Edenton/Suffolk Service Related Pension Plan.

Changes in Plan Provisions Since Last Actuarial Valuation

None.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

**Procter & Gamble Master Retirement Plan
Shulton Retirement Program
Supplement D**

Coverage and Participation

Covered employees include employees originally of Shulton, Inc. who have completed at least one year of service. Only employees not covered under another company pension plan or by collective bargaining are eligible. No new active participants will be added to this Supplement after January 31, 1992.

Benefit Service

Benefit service is used to determine the amount of a participant's benefit. Benefit service is equal to the participant's continuous employment from date of hire, reduced by:

- (a) A calendar year during which the participant does not complete an hour of service,
- (b) Service between termination date and reemployment date, if any,
- (c) Service while on long-term disability.

No benefit service shall be credited after January 31, 1992.

Vesting Service

Vesting service is used to determine a participant's eligibility for vested benefits under the Plan. It is determined in completed full years and fractions of years, and is based on the period of employment from date of hire, subject to the break-in-service provisions of the Plan. Active employees who became employees of Kolmar Laboratories on January 31, 1992 became fully vested on that date.

Compensation

Compensation is defined as the rate of compensation as of September 1 of the applicable plan year (or prior plan year if termination occurs before September 1).

Final Average Monthly Compensation

Final average monthly compensation is 1/60 of compensation during the five nonconsecutive calendar years (out of the last ten completed before retirement or termination) during which pay was highest.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

Normal Retirement

Eligibility: A participant is eligible for normal retirement at age 65 and after reaching the 5th anniversary of plan participation.

Benefit: The monthly retirement benefit is the greater of (a) the career average benefit and (b) the final average pay benefit, reduced by (c):

- (a) For each year after 1983: 1.25% of compensation up to the Social Security Wage Base, plus 1.00% of pay on September 1, 1983 up to \$35,700, plus 1.25% of pay over \$35,700, multiplied by service on September 1, 1983.
- (b) 1.67% of final average monthly compensation, less 1.67% of the Primary Social Security benefit multiplied by benefit service (maximum 30).
- (c) The actuarial equivalent of the accrued benefit under the prior plan.

Normal Retirement Date

The first day of a calendar month following the month in which a participant attains normal retirement age.

Late Retirement

The monthly benefit is computed as for normal retirement, recognizing pay and service credited after normal retirement age.

Early Retirement

Eligibility: A participant who has completed five years of vesting service and who has attained the later of age 55 or the date the sum of age and vesting service equals 65 is eligible for a retirement benefit.

Benefit: The monthly benefit is computed as for normal retirement and then the gross benefit before the offset is reduced by .25% for each month by which the first payment precedes age 65 or, if age 55 and completed 20 years of service, reduced by .25% for each month by which the first payment precedes age 62. The Social Security offset (where applicable) is reduced by 5/9% for each month (maximum of 60) by which the first payment precedes age 65 and 5/18% for each month by which the first payment precedes age 60.

Disability Retirement

Eligibility: A participant who becomes permanently disabled (unable to engage in any occupation at this place of employment, and is expected to remain disabled until age 65), who has been disabled at least six consecutive months after at least five years of vesting service, and for whom the sum of years of vesting service and age is at least 65, is eligible for a disability benefit.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

Benefit: The disability benefit is the greater of:

- (i) The accrued benefit, calculated using an offset of 1.67% of the disability benefit entitlement under the Social Security Act, multiplied by years of vesting service (in lieu of the Primary Social Security offset).
- (ii) \$4 per month per year of vesting service, less 1.67% of the disability entitlement under the Social Security Act, multiplied by the years of vesting service.

Vested Benefits Upon Termination Of Service

Eligibility: A participant whose employment terminates after at least five years of vesting service is eligible for a benefit beginning no earlier than age 55, unless the employee remained an employee of the Company after January 31, 1992, in which case the participant is eligible for a benefit beginning immediately upon termination from the Company.

Benefit: The monthly benefit is computed as for normal retirement and is actuarially reduced for early commencement.

Special Vesting Provision: A participant's accrued benefit is fully vested if the participant terminated as a result of the sale of Kolmar and he became an employee of Kolmar.

Pre-retirement Spouse's Death Benefit

Eligibility: If a participant dies after completing five years of vesting service, but before his normal retirement age, and after being married at least one year, his spouse is eligible for a pre-retirement spouse's death benefit. This applies to active participants, disability retirees, terminated vested employees, and early retirees.

Benefit: The monthly annuity is equal to 50% of the accrued early retirement joint and 50% spouse's annuity which would have been payable to the participant at the earliest retirement age (or date of death, if later). For purposes of benefit commencement, the participant is deemed to have reached the earliest retirement age upon death, regardless of the date of death.

Normal Form of Payment

Life annuity. However, unless a married participant otherwise elects, the benefit is automatically converted to an actuarially equivalent joint and 50% spouse annuity.

Optional Forms of Payment

Single Life*

Joint and Spouse: 50%*, 75% or 100%

Joint and Survivor: 50%, 75% or 100%

Certain and Life: 10 or 15 years

Lump Sum*

* Only forms allowed if terminated participant begins receiving payments before retirement age.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

Primary Social Security Benefit

The Primary Social Security benefit is the monthly amount available at age 65 under the Federal Social Security Act in effect at the earlier of termination of employment or normal retirement age. Wage increases prior to hire are assumed from the later of age 22 or January 1, 1951, to be in accordance with national average wage increases (as determined by the Social Security Administration) to the rate in effect when hired. For a vested benefit before age 65, the Primary Social Security benefit will be reduced by 5/9% for each month (maximum of 60) by which the first payments precedes age 65 and 5/18% for each month by which payments precedes age 60. For other benefits, no future earnings are assumed after termination.

Former Plan

American Cyanamid Company Employees Retirement Plan

Changes in Plan Provisions Since Last Actuarial Valuation

None.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

**Procter & Gamble Master Retirement Plan
Hawaiian Punch Hourly Employees Retirement Program
Supplement E**

Coverage and Participation

Covered employees include all hourly-rated or piecework employees and nonexempt product or maintenance employees who are employed at South Brunswick, New Jersey, and employees covered under the collective bargaining agreement with Local Union No. 42, located at the LaGrange Boulevard location in Atlanta, Georgia, and who have attained age 21 and completed one year of eligibility service. Active participation of all employees ceased on December 31, 1995.

Benefit Service

Benefit service is used to determine the amount of a participant's benefit. Benefit service is equal to completed years (and fractional years) from date of hire, reduced by:

- (a) Service while the participant was not an eligible employee,
- (b) Service while disabled,
- (c) Certain extended breaks-in-service.

No benefit service was earned after December 31, 1995.

Vesting Service

Vesting service is used to determine a participant's eligibility for vested benefits under the plan. It is determined in completed full years and fractions of years and is based on the period of employment from date of hire, subject to the break-in-service provisions of the plan. Effective December 31, 1995 all active employees became fully vested.

Normal Retirement

Eligibility: A participant is eligible for normal retirement at age 65 and after reaching the 5th anniversary of plan participation.

Benefit: The monthly normal retirement benefit is computed as follows:

Atlanta:

July 1, 1991 – June 30, 1994: \$10 per month per year of benefit service (maximum 30 years)

After July 1, 1994: \$12.50 per month per year of benefit service (maximum 30 years)

South Brunswick

July 1, 1991 – June 30, 1994: \$10.50 per month per year of benefit service (maximum 30 years)

After July 1, 1994: \$12.50 per month per year of benefit service (maximum 30 years)

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

Normal Retirement Date

The normal retirement date is the first day of the calendar month following the month in which a participant attains normal retirement age.

Late Retirement

The monthly benefit is computed as for normal retirement, recognizing service credited after normal retirement age.

Early Retirement

Eligibility: A participant who has attained age 55 and completed 10 years of vesting service is eligible for a retirement benefit.

Benefit: The benefit is computed as for normal retirement and reduced by 5/9% for each month by which the first payment precedes age 65 and 5/18% for each month by which the first payment precedes age 60.

Disability Retirement

Eligibility: A participant who becomes permanently disabled (unable to engage in any occupation at his place of employment) after 15 years of vesting service is eligible for a disability benefit.

Benefit: The accrued benefit at normal retirement with no reduction for early commencement.

Vested Benefits Upon Termination of Service

Eligibility: A participant whose employment terminates after at least five years of vesting service is eligible for a benefit beginning no earlier than age 55.

Benefit: The monthly benefit is computed as for early retirement.

Pre-retirement Spouse's Death Benefit

Eligibility: If a participant dies after completing five years of vesting service but before his normal retirement age, and after being married at least one year, his spouse is eligible for a pre-retirement spouse's death benefit. This applies to active participants, terminated vested participants, disability retirees, and early retirees.

Benefit: The monthly benefit is equal to 50% of the accrued early retirement joint and 50% spouse's annuity which would have been payable to the participant at the earliest retirement age (or date of death, if later). Payments to the spouse will commence no earlier than the date that the employee would have first been eligible for early retirement benefits.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

Normal Form of Payment

Life annuity. However, unless a married participant otherwise elects, the benefit is automatically converted to an actuarially equivalent joint and 50% spouse annuity.

Optional Forms of Payment

- Single Life
- Joint and Spouse: 50%, 75% or 100%
- Joint and Survivor: 50%, 75% or 100%
- Certain and Life: 10 year

Former Plan

Del Monte Corporation Retirement Plan for Hourly Rated and Production Employees at South Brunswick, New Jersey and Atlanta, Georgia.

Changes in Plan Provisions Since Last Actuarial Valuation

None

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

**Procter & Gamble Master Retirement Plan
Richardson-Vicks Retirement Program
Supplement F**

Coverage and Participation

The plan covers benefit-eligible participants of the Richardson-Vicks Individual Retirement Options Trust Plan who separated from service prior to June 30, 1991, along with employees who terminated prior to January 1, 1988 and had a benefit in the Richardson-Vicks Retirement Plan on December 31, 1987. Effective June 30, 1991, benefit accrual and active participation under the plan and any predecessor plan was frozen.

Normal Retirement

Eligibility: A participant is eligible for normal retirement at age 65 and after reaching the 5th anniversary of plan participation.

Benefit: The normal retirement benefit is 1% of the participant's compensation for each year of service, or fraction thereof, credited under the Predecessor Plan.

Grandfathered Benefit: Participant who reached age 50 on or before January 1, 1988, and were employees on December 31, 1987 are eligible for alternative benefits calculated under the provisions of the Predecessor Plan as in effect on December 30, 1987, if this results in a greater amount of accrued benefits than the total provided under the Retirement Program.

Minimum Benefit: For participants whose Normal Retirement Date is on or after January 1, 1986, and who retire after January 1, 1986, a minimum benefit of \$16 a month for each year of Benefit Service or fraction thereof credited under the Predecessor Plan is provided.

Normal Retirement Date

The normal retirement date is the first day of the month coincident with or next following the month in which a participant attains normal retirement age.

Early Retirement

Eligibility: A participant who has attained age 55 and whose sum of age plus vesting service is greater than or equal to 75 is eligible for a retirement benefit.

Benefit: For participants who terminated after December 31, 1987:
The Monthly benefit is computed as for normal retirement and then reduced 1/3 of 1% for each month that payments precede age 65.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

For participants who terminated prior to January 1, 1988:

The monthly benefit is computed as for normal retirement and then reduced 3.33% per year between ages 55 and 59 and 6.67% per year between ages 60 and 64 for each month that payments precede age 65.

Disability Retirement

Eligibility: Not applicable.

Benefit: Not applicable.

Vested Benefits Upon Termination of Service

Eligibility: A participant whose employment terminates after at least five years of vesting service is eligible for a benefit beginning no earlier than age 55.

Benefit: The monthly benefit is computed as for early retirement.

Pre-retirement Spouse's Death Benefit

Eligibility: If a participant is legally married on the date of his death, his spouse is eligible for a preretirement spouse's death benefit.

Benefit: The monthly benefit is equal to the participant's accrued benefit.

Normal Form of Payment

For participants who terminated after December 31, 1987, a single-life escalating annuity. For participants who terminated before January 1, 1988, a single-life annuity. However, unless a married participant otherwise elects, the benefit is automatically converted to an actuarially equivalent joint and 50% spouse's annuity.

Optional Forms of Payment

- Single Life
- Joint and Spouse: 50%, 75% or 100%
- Joint and Survivor: 50%, 75% or 100%
- Certain and Life: 10 years
- Lump Sum *

* Not applicable if terminated prior to January 1, 1988.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

Former Plans

The Richardson-Vicks Retirement Plan (the “Predecessor Plan”) and the Richardson-Vicks Individual Retirement Options Trust Plan (the “Merged Plan”).

Changes in Plan Provisions Since Last Actuarial Valuation

None.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

**Procter & Gamble Master Retirement Plan
J. T. Baker Retirement Program
Supplement G**

Coverage and Participation

Covered employees include union and nonunion employees who have completed one year for qualifying service and attained age 21.

Benefit Service

Benefit service is used to determine the amount of a participant's benefit. Benefit service is equal to completed years (and fractional years) from date of hire, reduced by:

- (a) Service while the participant was not an eligible employee,
- (b) Certain extended breaks-in-service.

No benefit service will be credited after February 16, 1995.

Vesting Service

Vesting service is used to determine a participant's eligibility for vested benefits under the plan. It is determined in completed full years and fractions of years and is based on the period of employment from date of hire, subject to the break-in-service provisions of the plan. All employees became fully vested on February 16, 1995.

Compensation

Compensation is defined as total W-2 pay before any salary reduction, not including overtime, bonuses, and other special compensation.

Final Average Monthly Compensation

Final average monthly compensation is 1/60 of the compensation earned during the five consecutive calendar years (out of the last ten completed before retirement or termination) during which pay was the highest.

Normal Retirement

Eligibility: A participant is eligible for normal retirement at age 62.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

Benefit:

Union Employees:

The monthly normal retirement benefit is equal to 1% of average annual compensation for all calendar years 1985 through 1989 inclusive, plus 1% of aggregate compensation for each year of participation subsequent to 1989 (maximum 40 years).

Nonunion Employees:

The monthly normal retirement benefit is equal to 1% of final average monthly compensation multiplied by benefit service (maximum 40 years).

Minimum Benefit: The minimum monthly benefit for all participants, union and nonunion, is the product of benefit service and the following benefit rate

Last Date as Active Participant		Minimum Monthly
On or After	Before	Benefit Rate
July 1, 1989	July 1, 1990	\$17
July 1, 1990	July 1, 1991	\$18
July 1, 1991	July 1, 1992	\$19
July 1, 1992	July 1, 1993	\$20
July 1, 1993	July 1, 1994	\$21
July 1, 1994		\$22

Normal Retirement Date

The normal retirement date is the first day of the calendar month in which a participant attains normal retirement age.

Late Retirement

The monthly benefit is computed as for normal retirement, recognizing pay and service credited after normal retirement age.

Early Retirement

Eligibility: A participant who has attained age 55 is eligible for a retirement benefit.

Benefit: The monthly benefit is computed as for normal retirement and then reduced .25% for each month by which the first payment precedes age 62.

Disability Retirement

Eligibility: Not applicable.

Benefit: Not applicable.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

Vested Benefits Upon Termination of Service

Eligibility: A participant whose employment terminates after at least five years of vesting service is eligible for a benefit beginning no earlier than age 55.

Benefit: The monthly benefit is computed as for early retirement.

Special Vesting Provision: Participants who were active as of February 16, 1995 became fully vested in their accrued benefits.

Pre-retirement Spouse's Death Benefit

Eligibility: If a participant dies after completing five years of vesting service, but before his normal retirement age and after being married at least one year, his spouse is eligible for a pre-retirement spouse's death benefit. This applies to active participants, disabled participants with at least five years of service at time of disability, terminated vested participants, and early retirees.

Benefit: The monthly annuity is equal to 50% of the actuarially equivalent joint and 50% spouse's annuity which would have been payable to the participant at the later of earliest retirement age or his date of death. Payments to the spouse will commence no earlier than the date the employee would have first been eligible for early retirement benefits.

Special Spouse's Annuity

Eligibility: If a participant dies before retirement and after attaining 65 age/service points, the spouse may elect a special spouse's annuity in lieu of the pre-retirement spouse's death benefit.

Benefit: The monthly annuity is equal to 50% of the annuity which would have been payable to the participant at the later of normal retirement age or date of death.

Normal Form of Payment

Life annuity. However, unless a married participant otherwise elects, the benefit is automatically converted to an actuarially equivalent joint and 50% spouse annuity.

Optional Forms of Payment

- Single Life Annuity
- Joint and Spouse: 50%, 75% or 100%
- Joint and Survivor: 50%, 75% or 100%
- 10-Year Certain and Life
- Lump Sum (unlimited amount)- option only available for early retirements

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

Former Plan

J. T. Baker Retirement Plan.

Changes in Plan Provisions Since Last Actuarial Valuation

None.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

**Procter & Gamble Master Retirement Plan
Max Factor & Co. Retirement Program
Supplement H**

Coverage and Participation

Covered employees include employees who are employed by the Employer, have completed one year of eligibility service, who work in the United States and who are not classified as leased employees, represented by a collective bargaining agent and not in another pension plan maintained by the Employer or an affiliate. No new active participants will be added to this Supplement after July 1, 1992.

Benefit Service

Benefit service is used to determine the amount of a participant's benefit. Benefit service is equal to the participant's continuous employment from date of hire, reduced by:

- (a) Service between termination date and reemployment date greater than 5 years,
- (b) Certain extended breaks-in-service,
- (c) Service prior to July 1, 1981 for certain employees.

No benefit service is credited after June 30, 1992.

Vesting Service

Vesting service is used to determine a participants' eligibility for vested benefits under the plan. It is determined in completed full years and months and is based on the total period of employment from date of hire, subject to the break-in-service provisions of the Plan.

Compensation

Compensation is defined as total W-2 pay before any salary reduction, with certain specified exclusions, and with certain specified adjustments.

Final Average Monthly Compensation

Final average monthly compensation is 1/60 of the compensation earned during the five consecutive calendar years (out of the last ten completed before retirement or termination) during which pay was highest.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

Normal Retirement

Eligibility: A participant is eligible for normal retirement at age 65 and after reaching the 5th anniversary of plan participation.

Benefit: The monthly normal retirement benefit is 52% of final average monthly compensation less 50% of Primary Social Security benefit, reduced proportionately for credited service of less than 30 years. Up to 34/30ths of the benefit formula can be earned based on service for employees active on October 31, 1976.

Minimum Benefit: The minimum monthly benefit is equal to the product of years of benefit service, up to a maximum of 30* years, times the applicable monthly minimum benefit factor from the table below:

Monthly Minimum Benefit Factor		
Final Average Annual Compensation	First 20 Years of Benefit Service	Years of Benefit Service in Excess of 20 Years
\$18,000 and higher	\$24.00	\$19.50
\$17,000 - \$17,999	\$23.00	\$18.50
\$16,000 - \$16,999	\$22.00	\$17.50
\$15,000 - \$15,999	\$21.00	\$16.50
\$14,000 - \$14,999	\$20.00	\$15.50
\$13,000 - \$13,999	\$19.00	\$14.50
\$12,000 - \$12,999	\$18.00	\$13.50
\$11,000 - \$11,999	\$17.00	\$12.50
\$10,000 - \$10,999	\$16.00	\$11.50
\$9,000 - \$9,999	\$15.00	\$10.50
\$8,000 - \$8,999	\$14.00	\$9.50
\$7,000 - \$7,999	\$13.00	\$8.50
\$6,000 - \$6,999	\$12.00	\$7.50
\$5,999 and below	\$11.00	\$6.50

* Thirty-four years if participant was an eligible employee under the Former Plan on October 31, 1976.

Normal Retirement Date

The normal retirement date is the first day of the calendar month following the month in which a participant attains normal retirement age.

Late Retirement

The monthly benefit is computed as for normal retirement, recognizing pay and service credited after normal retirement age.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

Early Retirement

Eligibility: A participant who has attained age 55 and completed 10 years of vesting service is eligible for a retirement benefit.

Benefit: The monthly benefit is computed as for normal retirement and then reduced .5% for each month by which the first payment precedes age 65.

The benefit payable at early retirement shall not be less than the accrued benefit as of July 24, 1991, reduced for early commencement using the Former Plan factors.

Disability Retirement

Eligibility: A participant who becomes permanently disabled (unable to engage in any occupation at his place of employment) after completing five years of vesting service is eligible for a disability benefit after being disabled for six months, if he is not eligible to participate in an employer LTD plan.

Benefit: The disability benefit is the accrued benefit as of the date of disability reduced by $\frac{1}{2}\%$ for each month payments precede age 65 and actuarially for each month payments precede age 55.

Vested Benefits Upon Termination of Service

Eligibility: A participant whose employment terminates after at least five years of vesting service is eligible for a benefit beginning no earlier than age 55.

Benefit: The monthly benefit is computed as for early retirement. The participant may elect an annuity beginning at date of termination which is the actuarial equivalent of the normal retirement benefit.

Special Vesting Provision: Participants terminating on or after October 1, 1991, due to a reduction in force will be fully vested.

Pre-retirement Spouse's Death Benefit

Eligibility: If a participant dies after completing five years of vesting service, but before normal retirement age, and after being married at least one year, his spouse is eligible for a pre-retirement spouse's death benefit. This applies to active participants, disabled participants with at least five years of service at time of disability, terminated vested participants, and early retirees.

Benefit: The monthly benefit is equal to 50% of the accrued early retirement joint and 50% spouse's annuity which would have been payable to the participant at the date of death.

Normal Form of Payment

Life annuity. However, unless a married participant otherwise elects, the benefit is automatically converted to and actuarially equivalent 50% joint and survivor annuity.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

Optional Forms of Payment

- Life Annuity
- Social Security level income option
- Joint and Spouse: 50%, 75% or 100%
- Joint and Survivor: 50%, 75% or 100%
- Certain and Life: 10 or 15 years
- Annuity with full cash refund
- Lump Sum (unlimited amount)

Primary Social Security Benefit

The Primary Social Security benefit is the monthly amount available at age 65 under the Federal Social Security Act in effect at the earlier of the termination of employment or normal retirement age. Wage increases prior to hire are assumed from the later of age 22 or January 1, 1951, to be in accordance with national average wage increases (as determined by the Social Security Administration) to the rate in effect when hired. For an early retirement benefit, no future earnings are assumed after termination. For other benefits, constant earnings are assumed to age 65, at the rate in effect at termination.

Former Plan

Revlon Inc. Employees' Retirement Plan.

Change in Plan Provisions Since Last Actuarial Valuation

None.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

**Procter & Gamble Master Retirement Plan
Sundor Brands, Inc. Retirement Program
Supplement I**

Coverage and Participation

Covered employees include those employees who are employed by this Employer, and have completed one year of eligibility service. Active participation of all employees ceased December 31, 1995.

Benefit Service

Benefit Service as of July 1, 1993 is equal to the credited service under the Former Plan as of June 30, 1993. For service after June 30, 1993, Benefit Service is computed as follows:

Participants scheduled to work at least 1,000 hours:

One-twelfth of a year of Benefit Service is credited for each month in which the participant works at least one hour.

Participants scheduled to work less than 1,000 hours:

One year of Benefit Service is credited for each year in which the participant works at least 1,000 hours.

No benefit service will be credited after December 31, 1995.

Vesting Service

Starting January 1, 1987, service from date of hire to termination. Vesting Service earned as of December 31, 1986 is based on plan provision in effect at that time.

Compensation

W-2 pay excluding bonuses and other nonrecurring payments but including overtime, commissions, and any salary deferrals under Code Section 125 or 401(k). Qualified Plan Compensation is limited to \$200,000 (increased for future plan years) for 1989 and prior plan years.

Final Average Monthly Compensation

The highest average Compensation for the period of five consecutive calendar years within the 10 calendar years preceding termination.

Normal Retirement

Eligibility: A participant is eligible for normal retirement at age 65.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

Benefit: 1.6% of Final Average Compensation less 1.25% of Primary Social Security times Credited Service. Some plan participants have special benefit described below:

Hawaiian Punch employees receive a life annuity based upon the credit balance in the PRA plan.

Lincoln Food's employees receive a frozen accrued benefit as of May 1, 1989, from their prior plan.

Minimum Benefit: Sundor Brands Inc. employees who were members of the plan as of December 31, 1986, will have the following minimum benefit:

Normal Retirement Benefit:

22.5% of Final Average Compensation plus 17.5% of Final Average Compensation in excess of \$4,800 with such amount reduced 1/15th for each year of Vesting Service less than 15.

Final Average Compensation

Highest average compensation for five consecutive calendar years in the last 10-year period before retirement but limited to a maximum of \$30,000.

Normal Retirement Date

The first day of a calendar month following the month in which a participant attains normal retirement age.

Late Retirement

The monthly benefit is computed as for normal retirement, recognizing pay and service credited after normal retirement age.

Early Retirement

Eligibility: A participant who has attained age 55 with three years of vesting service is eligible for a retirement benefit.

Benefit: A benefit calculated in the same manner as a normal retirement benefit, reduced 5% per year for commencement prior to age 65.

Disability Retirement

Eligibility: A participant becoming permanently disabled before age 55 with 10 years of vesting service.

Benefit: Normal retirement benefit based on Final Average Compensation, Credited Service, and formula at time of termination of employment due to total disability plus the years of Credited Service he would have earned had employment continued until age 65 (assuming member remains disabled). Benefits begin following the later of (1) age 65 or (2) date payments under long-term disability program end.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

Vested Benefit Upon Termination of Service

Eligibility: A participant whose employment terminates after at least three years of vesting service is eligible for a benefit beginning no earlier than age 55.

Benefit: The monthly benefit is computed as for early retirement but reduced 5% per year from age 65 and subject to the following vesting schedule:

Years of Vesting Service	Vested Percentage
3	20%
4	40%
5	60%
6	80%
7	100%

Special Vesting Provision: Participants terminating during the period 1993-1995 due to a plant closing are fully vested in their accrued benefit.

Pre-retirement Spouse's Death Benefit

Eligibility: If a participant dies after completing three years of vesting service but before his normal retirement age, and after being married at least one year, his spouse is eligible for a pre-retirement spouse's death benefit. This applies to active participants, terminated vested participants, disability retirees, and early retirees.

Benefit: The monthly annuity is equal to 50% of the vested accrued early retirement joint and 50% spouse's annuity which would have been payable to the participant at the earliest retirement age (or date of death, if later). Payments to the spouse will commence no earlier than the date that the employee would have first been eligible for early retirement benefits.

Normal form Payment

Life annuity. However, unless a married participant otherwise elects, the benefit is automatically converted to an actuarially equivalent joint and 50% spouse annuity.

Optional Forms of Payment

- Single Life
- Joint and Spouse: 50%, 75% or 100%
- Joint and Survivor: 50%, 75% or 100%
- Certain and Life: 10 or 15 year
- Lump Sum (for Hawaiian Punch and Lincoln Foods benefits)

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

Primary Social Security Benefit

The Primary Social Security benefit is the monthly amount available at age 65 under the Federal Social Security Act in effect at age 65 or, if later, actual age at retirement. Wage increases prior to hire are assumed to be in accordance with national average wage increases (as determined by the Social Security Administration) to the rate in effect when hired. If a participant terminates employment prior to his normal retirement date, no future earnings are assumed to be earned after termination.

Former Plan

Retirement Plan for participating employees of Sundor Group, Inc.

Changes in Plan Provisions Since Last Actuarial Valuation

None.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

**Procter & Gamble Master Retirement Plan
P&G Pharmaceuticals, Inc.
Retirement Program for Hourly Employees
Supplement J**

Coverage and Participation

The plan covers prior hourly rated active participants with frozen benefits, along with retired and terminated vested hourly employees at Procter & Gamble Pharmaceuticals, Inc. No new participants will be added to this Supplement after June 30, 1993.

Benefit Service

Benefit service is used to determine the amount of a participant's benefit. Benefit service is equal to the accrued service under the provisions of the plan as of December 31, 1975, plus continuous employment after December 31, 1975, reduced by:

- (a) Service while the participant was not an hourly-rated employee,
- (b) Service while disabled, if he had less than ten years of benefit service at time of disablement,
- (c) Service between termination date and reemployment date, if any.

No benefit service will be credited after June 30, 1993.

Vesting Service

Vesting service is used to determine a participant's eligibility for vested benefits under the plan. It is determined in completed full years and months, and is based on the period of employment from date of hire, subject to the break-in-service provision of the Plan. All active employees became fully vested on June 30, 1993.

Compensation

Compensation is defined as total W-2 pay before any salary reduction.

Final Average Monthly Compensation

Final average monthly compensation is 1/60 of compensation during the five consecutive calendar years (out of the last ten completed before retirement or termination) during which pay was highest.

Final Monthly Compensation

One-twelfth of the compensation in the highest-paid year used in determining final average monthly compensation.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

Normal Retirement

Eligibility: A participant is eligible for normal retirement at age 65.

Benefit: The monthly normal retirement benefit is 1% of average final earnings times years of service. This is then reduced by any benefit payable from the Former Plan which represents a benefit for a period of service covered under this plan.

Normal Retirement Date

The normal retirement date is the first day of the calendar month following the month in which a participant attains normal retirement age.

Late Retirement

The monthly benefit is computed as for normal retirement, recognizing pay and service credited after normal retirement age.

Frozen benefits

Greenville:

Benefits for the Greenville hourly non-bargained employees were frozen as of July 1, 1987. Benefits were calculated based on service accrued to June 30, 1987, and on average final earnings calculated as of June 30, 1987. The monthly benefit is payable at normal retirement age and is reduced 5/9% for each month (maximum of 60) by which payments recede age 65 and 5/18% for each month by which payments precede age 60.

Norwich Hourly:

Benefits for the Norwich Hourly employees were frozen as of June 30, 1993. Benefits were calculated based on service accrued to June 30, 1993, and on average final earnings calculated as of June 30, 1993. The monthly benefit is payable at normal retirement age and is reduced by 10% at age 61 and 5% per year from age 61 to age 55.

Early Retirement

Eligibility: A participant who has attained age 55 and completed five years of service is eligible for a retirement benefit.

Benefit:

For hourly non-bargained (Greenville) employees and other hourly employees who terminated prior to April 1, 1986:

The monthly benefit is computed as for normal retirement and then reduced 5/9% for each month (maximum of 60) by which the first payment precedes age 65 and 5/18% for each month by which the first payment precedes age 60.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

For hourly employees who terminated between April 1, 1986 and January 22, 1989:

The monthly benefits is computed as for normal retirement and then reduced by 4% per year prior to age 65.

For hourly employees who terminated after January 22, 1989:

The monthly benefit is computed as for normal retirement and then reduced by 10% at age 61 and 5% per year from age 61 to age 55.

Disability Retirement

Eligibility: A participant who becomes permanently disabled (unable to engage in any occupation at his place of employment) after completing ten years of service is eligible for a disability benefit. A participant who becomes incapable of fully performing the duties of his employment after completing ten years of service and after attaining age 55 is eligible for an incapacity benefit.

Benefit: The disability benefit is computed as for normal retirement. The incapacity benefit is computed as for normal retirement and then reduced .165% for each month by which payments precede normal retirement age, except that the maximum of 80% of final earnings less 100% of the Primary Social Security benefit will not apply until age 62.

Vested Benefits Upon Termination of Service

Eligibility: A participant whose employment terminates after at least five years of vesting service is eligible for a benefit beginning no earlier than age 55

Benefit: The monthly benefit is computed as for early retirement.

Special Vesting Provision: All employees who were participants as of June 30, 1993, are fully vested in the benefit accrued as of July 30, 1993, under the provisions of plan as in effect on that date.

Pre-retirement Spouse's Death Benefit

Eligibility: If a participant dies after attaining age 55 or completing five years of vesting service, but before his normal retirement age and after being married at least one year, his spouse is eligible for pre-retirement spouse's death benefit. This applies to active participants, disabled participants with at least five years of service at time of disability, terminated vested participants, and early retirees.

Benefit: The monthly annuity is equal to 50% of the actuarially equivalent joint and 50% spouse's annuity which would have been payable to the participant at the later of normal retirement age or his date of death. Payments to the spouse will commence no earlier than the date that the employee would have first been eligible for early retirement benefits.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

Return of Employee Contributions Upon Death

In the event that a participant and any contingent annuitant die before receiving benefits which exceed the individual's employee contributions, if any, with interest, a lump sum value of the difference will be paid.

Normal Form of Payment

Life annuity. However, unless a married participant otherwise elects, the benefit is automatically converted to an actuarially equivalent joint and 50% spouse's annuity. This conversion occurs at a participant's normal retirement date even if he actually retires prior to that date.

Optional Forms of Payment

- Life Annuity
- Joint and Spouse: 50%, 75% or 100%
- Joint and Survivor: 50%, 75% or 100%
- Certain and Life: 10 years
- Social Security level income option

Former Plan

Morton-Norwich Products, Inc. Pension Plan for Hourly-Rated Employees

Changes in Plan Provisions Since Last Actuarial Valuation

None.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

**Procter & Gamble Master Retirement Plan
Fisher Nut Service Related Retirement Program
Supplement K**

Coverage and Participation

The plan covers prior active and terminated participants who were members of the Twin Cities Bakery and Confectionery Workers Union, Local #22, AFL-CIO. No new participants will be added to this Supplement after June 30, 1994.

Benefit Service

Benefit service is used to determine the amount of a participant's benefit. A participant accrues one year of benefit service for each calendar year in which 1,800 hours are worked. A fractional year of benefit service is expressed in months and is determined by multiplying a fraction, where the numerator is the number of hours worked (not less than 1,000 hours) and the denominator is 1,800 hours. Benefit service is subject to Break-in-Service rules and is reduced by:

- (a) A calendar year during which the participant completes less than 500 hours of service,
- (b) Service between termination date and reemployment date, if any.

Benefit service credited up to a maximum of 35 years. No benefit service was credited after June 30, 1994.

Vesting Service

Vesting service is used to determine a participant's eligibility for vested benefits under the plan. It is determined in completed full years, and an employee accrues one year of vesting for each calendar year during which he completes 1,000 hours of service. Effective December 1, 1993, all active participants became fully vested in their accrued benefits.

Normal Retirement

Eligibility: A participant is eligible for normal retirement at age 65.

Benefit: The monthly retirement benefit per month per year of benefit service is:

\$14 effective January 1, 1990
\$16 effective January 1, 1993
\$18 effective January 1, 1994
(maximum 35 years).

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

Normal Retirement Date

The normal retirement date is the first day of the calendar month following the month in which a participant attains normal retirement age.

Late Retirement

The monthly benefit is computed as for normal retirement, recognizing service credited after normal retirement age.

Early Retirement

Eligibility: A participant who has attained age 55 and completed ten years of vesting service is eligible for a retirement benefit.

Benefit: The monthly benefit is computed as for normal retirement and then reduced by .5% for each month by which the first payment precedes age 65.

Disability Retirement

Eligibility: A participant who becomes permanently disabled (unable to engage in any occupation at his place of employment) after age 45 and 15 years of vesting service is eligible for a disability benefit after being disabled for six months.

Benefit: The disability benefit is the greater of the accrued benefit or \$50.

Vested Benefit Upon Termination of Service

Eligibility: A participant whose employment terminates after at least five years of vesting service is eligible for a benefit beginning no earlier than age 55.

Benefit: The monthly benefit is computed as for early retirement.

Special Vesting Provision: All participants who were employed on or after December 1, 1993 are fully vested in their accrued benefit.

Pre-retirement Spouse's Death Benefit

Eligibility: If a participant dies after completing five years of vesting service, but before his normal retirement age, and after being married at least one year, his spouse is eligible for a pre-retirement spouse's death benefit. This applies to active participants, disability retirees, terminated vested participants, and early retirees.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

Benefit: The monthly annuity is equal to 50% of the accrued early retirement joint and 50 % spouse's annuity which would have been payable to the participant at the earliest retirement age (or date of death, if later). Payments to the spouse will commence no earlier than the date that the employee would have first been eligible for early retirement benefits.

Normal Form Payment

Life annuity. However, unless a married participant otherwise elects, the benefit is automatically converted to an actuarially equivalent joint and 50% spouse annuity.

Optional Forms of Payment

Single Life

Joint and Spouse: 50%, 75% or 100%

Joint and Survivor: 50%, 75% or 100%

10-Year Certain and Life

Former Plan

The Fisher Nut Company Service Related Pension Plan.

Changes in Plan Provisions Since Last Actuarial Valuation

None.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

**Procter & Gamble Master Retirement Plan
Tambrands Retirement Program
Supplement L**

Coverage and Participation

Covered employees include employees who have completed one year of qualifying service and attained age 21. Effective June 30, 1999, accrual of benefits and participation under this plan were frozen.

Compensation

Compensation is defined as base pay, overtime, and regular annual bonus.

Past Service Compensation

Past service compensation is 1/3 of the compensation earned during the three consecutive calendar years (out of the last ten completed before December 31, 1990) during which pay was the highest.

Annual Compensation

Compensation earned during each plan year, beginning July 1, 1989.

Special Average Base Salary

The special average base salary is the average of base pay rates as of the highest five consecutive June 30ths, out of the last ten preceding July 1, 1991.

Normal Retirement

Eligibility: A participant is eligible for normal retirement at age 65 and five years of service.

Benefit: The annual normal retirement benefit is equal to the sum of (a) and (b):

- (a) 1.25% of past service compensation up to \$25,200 plus 1.5% of past service compensation in excess of \$25,200, multiplied by benefit service as of June 30, 1989,
- (b) For each year of service after June 30, 1989, 1.25% of annual compensation up to \$25,200 plus 1.5% of annual compensation in excess of \$25,200.

In no event will the monthly benefit be less than \$8 multiplied by benefit service.

Special Minimum Benefit: The minimum monthly benefit for participants who were active any time between July 1, 1989 and June 30, 1990, is 1.5% of special average base salary multiplied by years of service.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

Normal Retirement Date

The normal retirement date is the first day of the calendar month in which a participant attains normal retirement age and completes five years of service.

Late Retirement

The monthly benefit is computed as for normal retirement, recognizing pay and service credited after normal retirement age.

Early Retirement

Eligibility: A participant who has attained age 55 and completed ten years of service, or age 62 with five years of service, is eligible for a retirement benefit.

Benefit: The monthly benefit is computed as for normal retirement and then reduced .3333% for each month by which the first payment precedes age 62.

Disability Retirement

Eligibility: 10 years of vesting service and qualify for payment of total and permanent disability benefits under the Social Security Act.

Benefit: The unreduced normal retirement benefit offset by any payments from a Company accident, sickness, or long-term disability plan. This disability benefit is payable as a Single Life Annuity until the date the participant dies, ceases to be disabled, or reaches the Normal Retirement Date.

Vested Benefit Upon Termination of Service

Eligibility: A participant whose employment terminates after at least five years of vesting service is eligible for a benefit beginning no earlier than age 62 (age 55 if the employee had completed ten years of service).

Benefit: The monthly benefit is computed as for early retirement, except that if the employee had completed less than ten years of service, the benefit is reduced by 5/9 of 1% per month below age 65.

Pre-retirement Spouse's Death Benefit

Eligibility: If a participant dies after completing five years of vesting service, but before his normal retirement age and after being married at least one year, his spouse is eligible for a pre-retirement spouse's death benefit. This applies to active participants, disabled participants with at least five years of service at time of disability, terminated vested participants, and early retirees.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

Benefit: The monthly annuity is equal to 50% of the actuarially equivalent joint and 50% spouse's annuity which would have been payable to the participant at the later of earliest retirement age or his date of death. Payments to the spouse will commence no earlier than the date that the employee would have first been eligible for early retirement benefits.

Normal Form of Payment

Life annuity. However, unless a married participant otherwise elects, the benefit is automatically converted to an actuarially equivalent joint and 50% spouse annuity.

Optional Forms of Payment

- Single Life Annuity
- Joint and Spouse: 50%, 75% or 100%
- Joint and Survivor: 50%, 75% or 100%
- 10-Year Certain and Life

Changes in Plan Provisions Since Last Actuarial Valuation

None.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

**Procter & Gamble Master Retirement Plan
Procter & Gamble Company Pension Plan
Supplement M**

Coverage and Participation

Employees are covered on January 1 or July 1 after completing one year of qualifying service and attaining age 21. Active participation of all employees ceased on December 31, 2000.

Compensation

Compensation is defined as total pay.

Average Monthly Earnings

Average of highest 60 months of compensation over an employee's career.

Normal Retirement

Eligibility: A participant is eligible for normal retirement at age 65 and five years of service or, if earlier, age 70.

Benefit: The monthly normal retirement benefit for plan participants hired on or before January 1, 1993, is the greater of:

- (a) 30% of average monthly earnings, prorated for less than 10 years of participation.
- (b) 1.1% of average monthly earnings times years of credited participation up to 30 years.

The monthly normal retirement benefit for plan participants hired after January 1, 1993 is:

1.1% of average monthly earnings times years of credited participation up to 30 years.

Normal Retirement Date

The normal retirement date is the first day of the calendar month in which a participant attains normal retirement age and completes five years of service. The normal retirement date will not exceed age 70.

Late Retirement

The monthly benefit is the greater of the benefit computed as for normal retirement, recognizing pay and service credited after normal retirement age, and the normal retirement benefit increased at a compound 1% per month from the normal retirement date to the delayed retirement date.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

Early Retirement

Eligibility: A participant who has attained age 55 and completed 5 years of service is eligible for a retirement benefit.

Benefit: The monthly benefit is computed as for normal retirement and then reduced 4% for each year prior to the normal retirement date.

Disability Retirement

Eligibility: Totally and permanently disabled under Social Security definition.

Benefit: The monthly age 65 disability retirement benefit is computed with service credited to Normal Retirement Date and using average monthly earnings as of the date of disability. A disabled participant may elect to commence an actuarially reduced disabled retirement benefit on his Disability Retirement Date.

Vested Benefits Upon Termination of Service

Eligibility:

Vested Percentage		
Service	Participants with 3 Years of Service as of 1/1/1999	All other Participants
0	0	0
1	0	0
2	0	0
3	20	0
4	40	0
5	100	100

Benefit: A monthly benefit equal to the accrued normal retirement benefit earned to date of termination computed as a normal retirement benefit at 65. A participant may elect to have his benefit commence after attaining his earliest retirement age (the benefit is subject to the reduction for early retirement benefits).

Pre-retirement Spouse's Death Benefit

Eligibility: If a participant dies after being vested, but before his normal retirement age, his spouse is eligible for a pre-retirement spouse's death benefit. This applies to active participants, disabled participants, and terminated vested participants.

Benefit: The monthly annuity is equal to 50% of the actuarially equivalent joint and 50% spouse's annuity which would have been payable to the participant at his normal retirement age. If the participant had completed 5 years of service, the spouse may elect to commence the benefit at the later of the participant's age 55 and the date of death. The early spouse's death benefit will be reduced for early commencement.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

Normal Form Payment

Life Annuity

Optional Forms of Payment

- Single Life Annuity
- Joint and Spouse: 50%, 75% or 100%
- Joint and Survivor: 50%, 75% or 100%
- 10-Year Certain and Life
- Lump Sum (maximum \$10,000)

Changes in Plan Provisions Since Last Actuarial Valuation

None.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

**Procter & Gamble Master Retirement Plan
Belvedere Retirement Program
Supplement N**

Coverage and Participation

The plan covers all eligible employees of the Belvedere USA Corporation who were plan participants on or before November 30, 2003.

An eligible employee shall become a participant on the January 1 or July 1 following the completion of one year of eligibility service. Eligibility service is defined as the twelve month period following his date of hire or any subsequent January 1 during which the employee completes 1,000 hours of service.

There will be no new participants after November 30, 2003.

Benefit Service

Benefit Service is used to determine the amount of a participant's benefit. A year of Benefit Service is earned for each Plan Year in which the employee completes 1,000 hours of service. No participant shall earn Benefit Service after November 30, 2003.

Vesting Service

Vesting Service is used to determine a participant's eligibility for vested benefits under the plan. A year of Vesting Service is earned for each Plan Year in which the employee completes 1,000 hours of service.

Compensation

Compensation is defined as base earnings, including bonuses, commissions, overtime pay, and any salary reduction pursuant to Code Section 125 or 401(k).

Compensation earned after November 30, 2003 will not be included in the determination of Final Average Compensation.

Average Monthly Compensation

Average Monthly Compensation is 1/60 of compensation during the five consecutive Plan Years during which pay was highest. In the event that the Participant has less than five Plan Years of Compensation, the divisor shall be 12 times the number of Plan Years in which Compensation was received.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

Normal Retirement

Eligibility: A participant is eligible for normal retirement at age 65 with 5 years of service or the fifth anniversary if earlier.

Benefit: The monthly normal retirement benefit is equal to 1.1% of Average Monthly Compensation times Benefit Service, to a maximum of 30 years of Benefit Service.

Normal Retirement Date

The normal retirement date is the earlier of 1) the first day of the calendar month following the month in which a participant attains age 65 with the completion of five years of Vesting Service, and 2) attainment of age 65 and the fifth anniversary of participation in the Plan.

Early Retirement

Eligibility: A participant who has attained age 55 and completed ten years of Vesting Service is eligible for a retirement benefit.

Benefit: The monthly benefit is computed as for normal retirement, except based on earnings and service as of Early Retirement. The benefit is actuarially reduced for commencement before age 65, based on the RP-2000 Mortality Table blended 50% Male / 50% Female and a 6% interest rate. The following chart summarizes the percent of the accrued benefit payable at various ages under the Plan:

Age	Percent	Age	Percent
55	43.01%	60	64.21%
56	46.47%	61	69.89%
57	50.28%	62	76.20%
58	54.47%	63	83.25%
59	59.09%	64	91.14%

Disability Retirement

Eligibility: There is no specific disability benefit under the plan.

Benefit: Not applicable.

Vested Benefits upon Termination of Service

Eligibility: A participant whose employment terminates after at least five years of Vesting Service is eligible for a benefit at age 65. Participants with ten years of Vesting Service at termination may begin benefits as early as age 55.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

Benefit: The monthly benefit is computed as for normal retirement, except based on earnings and service as of termination of employment. The applicable reduction for benefits beginning before Normal Retirement Age are the same as those described under “Early Retirement”.

Late Retirement Benefit

The monthly benefit is the benefit computed as for normal retirement, recognizing pay and service credited after normal retirement age.

Pre-retirement Spouse’s Death Benefit

Eligibility: If a participant dies after completing five years of vesting service, his spouse is eligible for a pre-retirement spouse’s death benefit. This applies to active participants and terminated vested participants.

Benefit: The monthly annuity is equal to 50% of the actuarially equivalent Joint and 50% Survivor annuity which would have been payable to the participant at the later of normal retirement age or his date of death. Payments to the spouse will commence no earlier than the date that the employee would have first been eligible for early retirement benefits.

Normal Form of Payment

Single life annuity. However, unless a married participant otherwise elects, the benefit is automatically converted to an actuarially equivalent Joint and 50% Survivor annuity.

Optional Forms of Payment

Single Life Annuity
Joint and Spouse: 50%, 75% or 100%
Joint and Survivor: 50%, 75% or 100%
Life Annuity with 120 months of payments guaranteed

Former Plan Name

Belvedere Pension Plan and Trust

Changes in Plan Provisions Since Last Actuarial Valuation

None.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

**Procter & Gamble Master Retirement Plan
The Gillette Company Retirement Plan
Supplement O, Part A**

Eligibility

The Plan covers all employees of the Gillette Company and certain subsidiaries (excluding certain non-citizen foreign employees, union employees of Oral-B Laboratories, Inc. and union employees of Parker Pen) who have at least one year of continuous service. Any employee hired after September 30, 2006 is not eligible to participate in the Plan.

Retirement Dates

- | | | |
|-----|------------|--|
| (a) | Normal | First day of the month after attainment of age 65. |
| (b) | Late | Retirement may be delayed beyond age 65. |
| (c) | Early | The earlier of (a) age 55 and 10 years of service or (b) age 50 if age and service total 80 years or more. |
| (d) | Disability | Upon total and permanent disability occurring after age 55 and 15 years of service. |

Annual Retirement Benefits

Effective December 31, 2007, accrued benefits are frozen.

(a) Normal

The sum of (i) and (ii) reduced by (iii), but not less than (iv), where (i), (ii), (iii), and (iv) are:

- (i) The greater of:
 - (1) 2% of average annual compensation in highest 5 of last 10 years, multiplied by years of service up to 25;
 - (2) \$5,600 reduced by \$112 for each year of service under 25.
- (ii) \$120 multiplied by years of service in excess of 25, subject to the provision that the total benefit under (i) and (ii) and before application of (iii) does not exceed \$35,000.
- (iii) 75% of the employee's Social Security benefit.
- (iv) The greater of
 - (1) \$240;
 - (2) $\frac{3}{4}\%$ of average annual compensation in highest 5 of last 10 years up to \$35,000, multiplied by years of service up to 25.

If the Participant is employed on a part-time basis, the above dollar amounts (\$5,600, \$112, and \$120) will be reduced pro-rata based on the rate of hours customarily worked to hours of a full-time employee. For employees of Oral-B Laboratories, Inc. who were Plan participants under the Oral-B Laboratories, Inc.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

Retirement Income Plan as of 6/29/84, an additional benefit is provided equal to the excess, if any, of the updated benefit under The Cooper Laboratories Retirement Income Plan over the accrued benefit under The Cooper Laboratories Retirement Income Plan before such update. The formula for the additional annual benefit is equal to:

1. 1% of 1984 compensation up to \$11,400 plus 1.5% of 1984 compensation in excess of \$11,400, all times credited service as of 6/29/84, less
2. Accrued benefit under Cooper formula, before 6/29/84 update in 1. above.

For employees of Parker Pen who were participants under the Parker Pen Pension Plan on December 31, 1995, an additional annual benefit is provided equal to the employee's accrued benefit as of December 31, 1995 calculated under the terms of the Parker Pen Pension Plan and based upon the individual's service and compensation as of such date.

For employees of Duracell who were participants under the Duracell Inc. Cash Balance Plan on December 31, 1998 and are eligible or are within five years of becoming eligible to retire, the amount of annual retirement pension is equal to the product of (i) and (ii):

- (i) Gillette Normal Pension Value
- (ii) Duracell Minimum Pension value divided by the lump sum actuarial equivalent of the Gillette Normal Pension Value, not less than 1.

The Duracell Minimum Pension Value is the product of a percentage (determined below) of the Participant's Average Annual Compensation multiplied by the number of his full years of credited service.

The percentage used in determining the Participant's Duracell Minimum Pension Value shall be the sum of the following applicable percentages:

Years of Service At January 1, 1999	%	Attained Age At January 1, 1999	%
Less than 17	5.0%	Under age 50	3.0%
More than 16, but Less than 20	6.5%	Over age 49, but under age 56	4.0%
More than 19, but Less than 27	8.0%	Over age 55, but under age 60	5.0%
More than 26, but Less than 30	9.0%	Over age 59, but under age 62	6.0%
30 or more	10.5%	Over age 61, but Under age 65	7.0%
		Age 65 or older	8.0%

Plan Name: The Procter & Gamble Company Master Retirement Plan
 EIN / PN: 31-0411980 / 012
 Plan Sponsor: The Procter & Gamble Company
 Valuation Date: July 1, 2016

For employees of the following divisions, benefit service is credited from the later of the actual date of hire and the credited service date unless the employee is transferred from another division of the Gillette company in which case actual date of hire is used:

Division	Credited Service Date:
Duracell	January 1, 1999
Duracell Puerto Rico	May 1, 1997
Parker Pen	January 1, 1996
Thermoscan	November 13, 1995
Oral-B	June 29, 1984
Jaffra	February 28, 1973

(b) Late

As computed in (a) based on years of service, average annual compensation, and the primary Social Security benefit as of the employee's normal retirement date.

(c) Early

As computed in (a)(i) and (a)(ii) based on years of service and average annual compensation as of the employee's early retirement date. The benefit for the first 25 years of service is reduced for early commencement by the lesser of (i) 1/4% for each month by which the commencement precedes normal retirement date, or (ii) 1½% multiplied by the difference between 100 and the sum of the employee's age and service. At normal retirement date the benefit is recomputed to reduce this early retirement benefit by 75% of the employee's Social Security benefit under the Social Security Act as in effect on the employee's early retirement date and to take into account the Plan's minimum annual benefit.

(d) Disability

As computed in (a)(i) and (a)(ii) based on average annual compensation and service as of date of disability, less 64% of the employee's Social Security disability benefit; no reduction is applied to this benefit for commencement prior to normal retirement date.

Special Termination Benefits

- (a) *Eligibility:* Participants who are terminated as part of a corporate restructuring or Change in Control.
- (b) *Credited Service:* Participants are granted additional benefit service based on their age and service.
- (c) *Early Retirement:* Participants who will be eligible for retirement within 5 years of the end of the salary continuation period are eligible for retirement benefits at their earliest retirement date.
- (d) *Vesting Rights:* Employees who have 4 or more years, but less than 5 years of vesting service at the end of the salary continuation period, are eligible for a vested rights pension under the plan. All participants affected by the plan freeze on December 31, 2007 became 100% vested in their benefits on that date.

Plan Name: The Procter & Gamble Company Master Retirement Plan
 EIN / PN: 31-0411980 / 012
 Plan Sponsor: The Procter & Gamble Company
 Valuation Date: July 1, 2016

Termination of Employment

Upon termination of employment after completion of 5 years of service, a vested benefit based upon the normal benefit formula, average annual compensation and service up to date of termination is payable commencing at normal retirement date. In these computations, the applicable minimum rule would apply and an estimated Social Security benefit would be taken into account. The applicable minimum is the projected normal retirement benefit (assuming participant worked until age 65), multiplied by a fraction, the numerator of which is the participant's credited service at termination date, and the denominator of which is the credited service the participant would have accrued had he continued employment and participation in the plan until age 65.

All participants affected by the plan freeze on December 31, 2007 became 100% vested in their benefits on that date.

Optional Reduced Pension

Provisions are made for employees to elect an option whereby the pension is reduced but is continued for the life of a designated beneficiary if such beneficiary survives the retired employee. In the event that an employee is married upon his date of retirement and does not elect another option, he will be considered to have elected a 50% joint and survivorship benefit with his spouse as beneficiary.

Death Before Retirement

In the event that any employee dies after 5 years of service and before his benefits commence, the surviving spouse or qualified domestic partner will be entitled to a benefit for life, payable at the date the employee would have been eligible to retire under the plan, or date of death if later. The benefit equals 50% of the employee's accrued benefit reduced for early commencement, reduced for joint and survivor option and under prior election further reduced for the joint and survivor option in excess of 50%.

Pensioner Benefit Increases

A 6% benefit increase was extended to pensioners in September 1986. This increase was subject to an annual minimum increase of \$300 and an annual maximum increase of \$960.

A 7% benefit increase was extended to pensioners in February 1990. This increase was subject to an annual minimum increase of \$360 and an annual maximum increase of \$1,200 (the \$360 increase was payable from February 1990 through July 1991; effective August 1991, increase amounts in excess of \$360 up to \$1,200 were payable from the Plan).

An 8% benefit increase was extended to pensioners in May 1993. This increase was subject to an annual minimum increase of \$360 and an annual maximum increase of \$1,200.

A 7% benefit increase was extended to pensioners in June 1998 (excluding former vested terminated participants). This increase was subject to an annual minimum increase of \$360 and an annual maximum increase of \$1,200.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

Effective January 1, 2002, retirees whose pensions are limited by the Internal Revenue Code Section 415 defined benefit plan limitation had their benefits indexed up to reflect changes in benefit limits under EGTRRA.

Limitation on Compensation and Benefits

The Internal Revenue Code Section 401(a)(17) pension pay limitation and the Section 415 defined benefit plan maximum dollar limitation restrict the amount of pension payable from the Plan.

Plan Freeze

Plan benefits were frozen effective December 31, 2007.

Changes in Plan Provisions Reflected in this Valuation

None.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

**Procter & Gamble Master Retirement Plan
Retirement Plan for Employees of the Wella Corporation
Supplement O, Part B**

Coverage and Participation

The plan covers all eligible employees of the Wella Corporation hired on or before December 31, 2000. Employees hired after December 31, 2000 who are employed at a United States location are not eligible for the Plan. Employees of Sebastian International, Inc. are not eligible to participate in the Plan.

Benefit Service

Benefit Service is used to determine the amount of a participant's benefit. Each Active Member receives one month of Benefit Service for each month he or she is employed by the Company. No additional benefit service will be credited after December 31, 2008 for employees at the California location.

Vesting Service

Vesting Service is used to determine a participant's eligibility for vested benefits under the plan. It is determined in completed full years and months, and is based on the period of employment from date of hire, subject to the break-in-service provisions of the Plan and excluding service before age 18.

Compensation

Compensation is defined as basic wages, excluding overtime pay, bonuses, and other forms of extra compensation.

Compensation during a period of absence due to an approved leave of absence or Disability shall include imputed Compensation. Imputed Compensation shall be based on Compensation reasonably representative of what such Member would have received during the period if the Member had continued to perform services. Compensation after December 31, 2008 will not be recognized for employees at the California location.

Average Compensation

The compensation averaged over the 36 consecutive months which produce the highest average of the last 120 months.

Normal Retirement Date

The normal retirement date is the first day of the calendar month following the month in which a participant attains normal retirement age (age 65).

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

Normal Retirement

Eligibility: A participant is eligible for normal retirement at age 65.

Benefit: The monthly normal retirement benefit is equal to 1% of Average Compensation times the full and fractional years of Benefit Service.

This benefit is offset by any pension benefits provided under other pension plans sponsored by the Parent Corporation of The Wella Corporation or any affiliates or subsidiaries of the Parent Corporation.

Early Retirement

Eligibility: A participant who has attained age 55 and completed five years of vesting service is eligible for a retirement benefit.

Benefit: The monthly benefit is computed as for normal retirement, except based on earnings and service as of Early Retirement. The benefit is then reduced 5/9% for each month (maximum of 60) by which the first payment precedes age 65 and 5/18% for each month by which the first payment precedes age 60.

Disability Retirement

Eligibility: There is no specific disability benefit under the plan.

Benefit: Not applicable.

Vested Benefits upon Termination of Service

Eligibility: A participant whose employment terminates after at least five years of vesting service is eligible for a benefit beginning no earlier than age 55.

Benefit: The monthly benefit is computed as for normal retirement, except based on earnings and service as of termination of Employment. Benefits beginning before Normal Retirement Age are reduced 5/9% for each month (maximum of 60) by which the first payment precedes age 65 and 5/18% for each month by which the first payment precedes age 60.

Late Retirement Benefit

The monthly benefit is the greater of: 1) the benefit computed as for normal retirement, recognizing pay and service credited after normal retirement age and 2) the age 65 benefit actuarially increased for each year that retirement is delayed.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

Pre-Retirement Spouse's Death Benefits

Eligibility: If a participant dies after attaining age 55 or completing five years of vesting service, but before his normal retirement age and after being married at least one year, his spouse is eligible for a pre-retirement spouse's death benefit. This applies to active participants and terminated vested participants.

Benefit: The monthly annuity is equal to 50% of the actuarially equivalent Joint and 50% Survivor annuity which would have been payable to the participant at the later of normal retirement age or his date of death. Payments to the spouse will commence no earlier than the date that the employee would have first been eligible for early retirement benefits.

Normal Form of Payment

Life annuity with 120 payments guaranteed. However, unless a married participant otherwise elects, the benefit is automatically converted to an actuarially equivalent Joint and 50% Survivor annuity.

Optional Forms of Payment

Straight Life Annuity
50%, 75% or 100% Joint and Survivor Annuity

Changes in Plan Provisions Since Last Actuarial Valuation

None.

Plan Name:	The Procter & Gamble Company Master Retirement Plan
EIN / PN:	31-0411980 / 012
Plan Sponsor:	The Procter & Gamble Company
Valuation Date:	July 1, 2016

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 07/01/2016 and ending 06/30/2017

► **Round off amounts to nearest dollar.**

► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan PROCTER & GAMBLE MASTER RETIREMENT PLAN	B Three-digit plan number (PN) <u>012</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF THE PROCTER AND GAMBLE COMPANY	D Employer Identification Number (EIN) 31-0411980
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500	

Part I Basic Information			
1 Enter the valuation date: Month <u>7</u> Day <u>1</u> Year <u>2016</u>			
2 Assets:			
a Market value.....	2a	1,729,086,745	
b Actuarial value.....	2b	1,796,480,658	
3 Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment.....	12,232	1,102,400,598	1,102,400,598
b For terminated vested participants.....	4,580	218,200,467	218,200,467
c For active participants.....	1,513	111,199,640	126,014,729
d Total.....	18,325	1,431,800,705	1,446,615,794
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐			
a Funding target disregarding prescribed at-risk assumptions.....	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b		
5 Effective interest rate.....	5	6.02 %	
6 Target normal cost.....	6	3,145,144	

Statement by Enrolled Actuary
 To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	 Signature of actuary	<u>APRIL 12, 2018</u> Date <u>17-05724</u> Most recent enrollment number <u>(216) 937-4000</u> Telephone number (including area code)
<u>DAVID A. CORONEL</u> Type or print name of actuary <u>TOWERS WATSON DELAWARE INC.</u> Firm name <u>1001 LAKESIDE AVENUE, SUITE 1500</u> <u>CLEVELAND</u> OH <u>44114-1172</u> Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice, see the Instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2016
v. 160205

Part II Beginning of Year Carryover and Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year).....	140,248,008	135,946,692
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year).....		
9	Amount remaining (line 7 minus line 8).....	140,248,008	135,946,692
10	Interest on line 9 using prior year's actual return of <u>2.29</u> %.....	3211679	3113179
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year).....		91822840
	b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.22</u> %.....		5711381
	b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return.....		0
	c Total available at beginning of current plan year to add to prefunding balance.....		97534221
	d Portion of (c) to be added to prefunding balance.....		97517874
12	Other reductions in balances due to elections or deemed elections.....		0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....	143,459,687	236577745

Part III Funding Percentages			
14	Funding target attainment percentage.....	14	97.91%
15	Adjusted funding target attainment percentage.....	15	124.18%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	112.97%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
03/02/2018	245,000,000				
Totals ▶			18(b)	245,000,000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years.....	19a
b Contributions made to avoid restrictions adjusted to valuation date.....	19b
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c 222,219,703
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?.....	☐ Yes ☒ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?.....	☐ Yes ☐ No
c If line 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of quarter of this plan year	
(1) 1st	(2) 2nd
(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:			
a Segment rates:	1st segment: 4.43 %	2nd segment: 5.91 %	3rd segment: 6.65 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....	21b		4
22 Weighted average retirement age	22		60
23 Mortality table(s) (see instructions)	☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute		

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):												
a Target normal cost (line 6)	31a	3,145,144										
b Excess assets, if applicable, but not greater than line 31a	31b	0										
32 Amortization installments:	<table border="1"> <thead> <tr> <th></th> <th>Outstanding Balance</th> <th>Installment</th> </tr> </thead> <tbody> <tr> <td>a Net shortfall amortization installment.....</td> <td>0</td> <td>0</td> </tr> <tr> <td>b Waiver amortization installment</td> <td>0</td> <td>0</td> </tr> </tbody> </table>				Outstanding Balance	Installment	a Net shortfall amortization installment.....	0	0	b Waiver amortization installment	0	0
	Outstanding Balance	Installment										
a Net shortfall amortization installment.....	0	0										
b Waiver amortization installment	0	0										
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33											
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)....	34	3,145,144										
		Carryover balance	Prefunding balance									
35 Balances elected for use to offset funding requirement		0	0									
36 Additional cash requirement (line 34 minus line 35).....	36	3,145,144										
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	222,219,703										
38 Present value of excess contributions for current year (see instructions)												
a Total (excess, if any, of line 37 over line 36)	38a	219,074,559										
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0										
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37).....	39	0										
40 Unpaid minimum required contributions for all years	40	0										

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43	0	

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2016</div> This Form is Open to Public Inspection
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Part I Annual Report Identification Information			
For calendar plan year 2016 or fiscal plan year beginning		07/01/2016	and ending
		06/30/2017	
A This return/report is for:	☐ a multiemployer plan	☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)	
	☒ a single-employer plan	☐ a DFE (specify) _____	
B This return/report is:	☐ the first return/report	☐ the final return/report	
	☐ an amended return/report	☐ a short plan year return/report (less than 12 months)	
C If the plan is a collectively-bargained plan, check here:	☐		
D Check box if filing under:	☒ Form 5558	☐ automatic extension	☐ the DFVC program
	☐ special extension (enter description) _____		

Part II Basic Plan Information—enter all requested information			
1a Name of plan PROCTER & GAMBLE MASTER RETIREMENT PLAN	1b Three-digit plan number (PN) ▶ 012		
	1c Effective date of plan 06/09/1982		
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) THE PROCTER AND GAMBLE COMPANY Kristin Winbigler PG TAX DIVISION, P.O. BOX 599 CINCINNATI OH 45201	2b Employer Identification Number (EIN) 31-0411980 2c Plan Sponsor's telephone number (513) 983-7777 2d Business code (see instructions) 325410		

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE		4/17/18	KYLE SCHEIDLER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE		4/17/18	KYLE SCHEIDLER
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE		4/17/18	KYLE SCHEIDLER
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number) ELIZABETH I. WILFONG DELOITTE TAX LLP 1100 WALNUT STREET, SUITE 3300 KANSAS CITY MO 64106-2129			Preparer's telephone number (816) 474-6180

3a Plan administrator's name and address ☐ Same as Plan Sponsor THE PROCTER & GAMBLE U.S. BUSINESS SERVICES COMPANY GO, TE-3 ATTN - KRISTIN WINBIGLER TWO PROCTER AND GAMBLE PLAZA CINCINNATI OH 45202	3b Administrator's EIN 26-0048600 3c Administrator's telephone number (513) 983-7777
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 18,177
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).	
a(1) Total number of active participants at the beginning of the plan year	6a(1) 1,512
a(2) Total number of active participants at the end of the plan year	6a(2) 1,374
b Retired or separated participants receiving benefits.....	6b 10,871
c Other retired or separated participants entitled to future benefits	6c 4,276
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 16,521
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 1,172
f Total. Add lines 6d and 6e	6f 17,693
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 4
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 1E 1I 3H	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
- (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☒ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information - Small Plan)
- (3) ☐ **A** (Insurance Information)
- (4) ☒ **C** (Service Provider Information)
- (5) ☒ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____