

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





August 11, 2005

John Jennings Crapo P.O. Box 400151 Cambridge, MA 02140-0002

Re:

The Procter & Gamble Company

Incoming letter dated July 12, 2005

Section:______ Rule:_____/4A-8

Public

Availability: 8/11/2005

Dear Mr. Crapo:

This is in response to your letter dated July 12, 2005 concerning the shareholder proposal submitted to Procter & Gamble by John Jennings Crapo. On June 30, 2005, we issued our response expressing our informal view that Procter & Gamble could exclude the proposal from its proxy materials for its upcoming annual meeting. You have asked us to reconsider our position.

After reviewing the information contained in your letter, we find no basis to reconsider our position.

RECD S.E.C.

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Sincerely,

Martin P. Dunn Deputy Director

Enclosures

cc:

Adam Newton

Counsel

The Procter & Gamble Company

Legal Division

One Procter & Gamble Plaza Cincinnati, OH 45202-3315

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John Jennings CRAPO. Lotomeles Series litiges OF Ant Stiet INN- 17 miles men's shelter PO Box 400/51 Cambudy and 02140-0002 Via Certified want 12 July 2005 Hom USA Securities to, Exchange Commosin OIVISION , Corporation Finany DIRECTOR Notrallan Beller NW 450 5TH Stut NW Washinson DQ0549-0213 ~ 205 49-02T3 Re: Hus my request the Commission reverse id self & put my sharkder proposal , N the Oraty Statement of In Juthamin annual meeting profiest shareholders of In Brocky to Cample-neeting as an assembled Meck ing of shareholders Quar Matr Dir Director Your successor as ackns Division Director medical troubles , , , I call to, your at ten from encloses various exhibition of other separation of Shints
- wire (39) pages in all which are all relevant to My request. Briefly Smerele Jum Jenning Crabe my Gransfer on death account to MStr W. P. Segarra and my other share said Stock 11/11C



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Jable of (My) contant, Poreloi) of two/02/ John Jennings CRAPO, Homeless P&G Shareledder 12 July 2005 (TVESDA)
TO HEM USA Securific & Exchange ("SEC") Commission - attn plan avo Corporation and Finance Director Mstr allan Beller 450 5 th Street NW DC 20549-0213 Re: My appeal of rejection my shareholder proposal made public 3,0 June 2005 to, Procter AND GAMBLE Company, by Heather L MAPLES, ESOUTHE Special (No) Jonathan A INGRAM DPTY CHE CNS! CONSI for the negutrant No Achon Letter SEC 30 June 2005 (05) ADAM' NEWTON, ESBUIRE my letter to altes Dental Murange Co- 10 July 2008 Parcel 3 Hon Registry (13)TRIAL COURD 13 Mas 2004 (01) SOAP Box , et (e Leva ("etc") Homeless P&G Shareholdv (01 101 alcohol free, et 8 & G (02) DR Papper / 7 UP 01) Journal report Mstre Cameton Pink IN the sink More

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June 30, 2005

Adam Newton Counsel The Procter & Gamble Company Legal Division One Procter & Gamble Plaza Cincinnati, OH 45202-3315

Re:

The Procter & Gamble Company Incoming letter dated May 4, 2005

Dear Mr. Newton:

This is in response to your letter dated May 4, 2005 concerning the shareholder proposal submitted to Procter & Gamble by John Jennings Crapo. Our response is attached to the enclosed photocopy of your correspondence. By doing this, we avoid having to recite or summarize the facts set forth in the correspondence. Copies of all of the correspondence also will be provided to the proponent.

In connection with this matter, your attention is directed to the enclosure, which sets forth a brief discussion of the Division's informal procedures regarding shareholder proposals.

Sincerely,

Jonathan A. Ingram

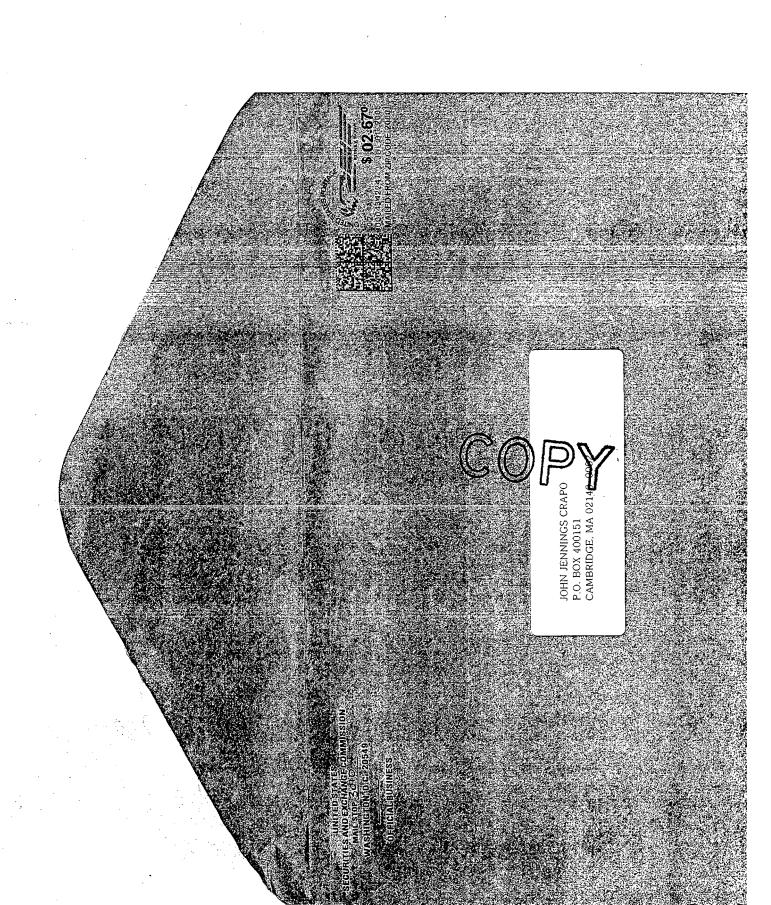
Jonathan A. Ingram
Deputy Chief Counsel

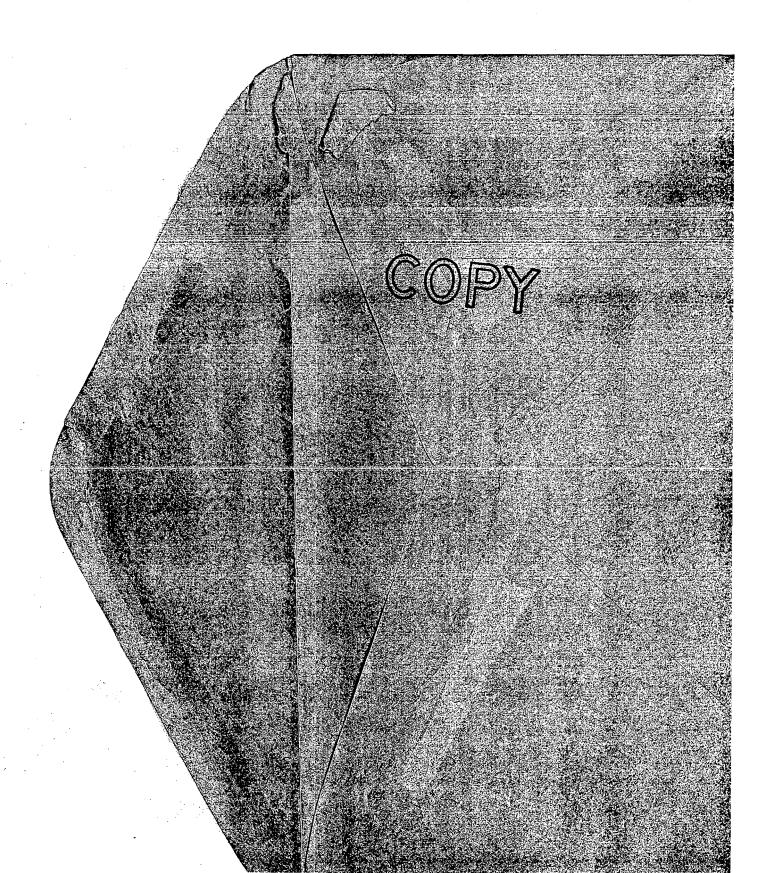
Enclosures

cc: John Jennings Crapo

P.O. Box 400151

Cambridge, MA 02140-0002





The Procter & Gamble Company Legal Division One Procter & Gamble Plaza Cincinnati, OH 45202-3315 www.pg.com

Adam Newton Legal Division Counsel

May 4, 2005

Phone: (513) 983-7377 Fax: (513) 983-2611 newton.ra@pg.com

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Office of Chief Counsel Division of Corporate Finance Securities and Exchange Commission 450 Fifth Street, N.W. Washington, D.C. 20549

> RE: The Procter & Gamble Company / Proposal Submitted by John J. Crapo

Ladies and Gentlemen:

This letter and the enclosed materials are submitted on behalf of The Procter & Gamble Company (the "Company") in accordance with Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

The Company received a shareholder proposal from John Jennings Crapo in a handwritten submission dated March 11, 2005 (the "March Proposal"), received to the Secretary's Office on March 17. Mr. Crapo requested inclusion of the proposal in the Company's Proxy Statement for its 2005 Annual Meeting of shareholders. Because this submission exceeded 500 words, the Company timely requested that Mr. Crapo submit a revised proposal that complied with the requirements of Rule 14a-8. Mr. Crapo submitted a revised statement dated April 2, 2005 (the "Revised Statement"). This submission, including its additional exhibits, also exceeds 500 words.

The Company intends to omit the Revised Statement as well as the March Proposal under Rule 14a-8(f)(1) on the ground that the proponent has not complied with the word of paragraph (d) and under Rule 14a-8(i)(3) as being inherently vague and indefinite. To the extent the proposal can be read to present a definite recommendation, the recommended action either requests a violation of state law contrary to Rule 14a-8(i)(2) or has been substantially implemented under Rule 14a-8(i)(10), depending on the interpretation. However, neither the Company nor its shareholders should be compelled to struggle with varying interpretations of a submission that not "clearly presented." For these reasons, the Company respectfully requests the Staff's concurrence that no enforcement action will be recommended if the Company omits the March Proposal and the Revised Statement.

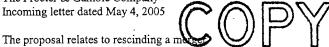
Pursuant to Rule 14a-8(j) under the Exchange Act, please find enclosed six copies of the March Proposal and the Revised Statement by Mr. Crapo, this letter, and our correspondence with the proponent concerning his proposal. The Company is simultaneously providing a copy of this submission to Mr.

June 30, 2005

Response of the Office of Chief Counsel **Division of Corporation Finance**

Re: The Procter & Gamble Company Incoming letter dated May 4, 2005

upon which Procter & Gamble relies.



There appears to be some basis for your view that Procter & Gamble may exclude the proposal under rule 14a-8(i)(3), as vague and indefinite. Accordingly, we will not recommend enforcement action to the Commission if Procter & Gamble omits the proposal from its proxy materials in reliance on rule 14a-8(i)(3). In reaching this position, we have not found it necessary to address the alternative bases for omission

Sincerely,

Heather L. Maples

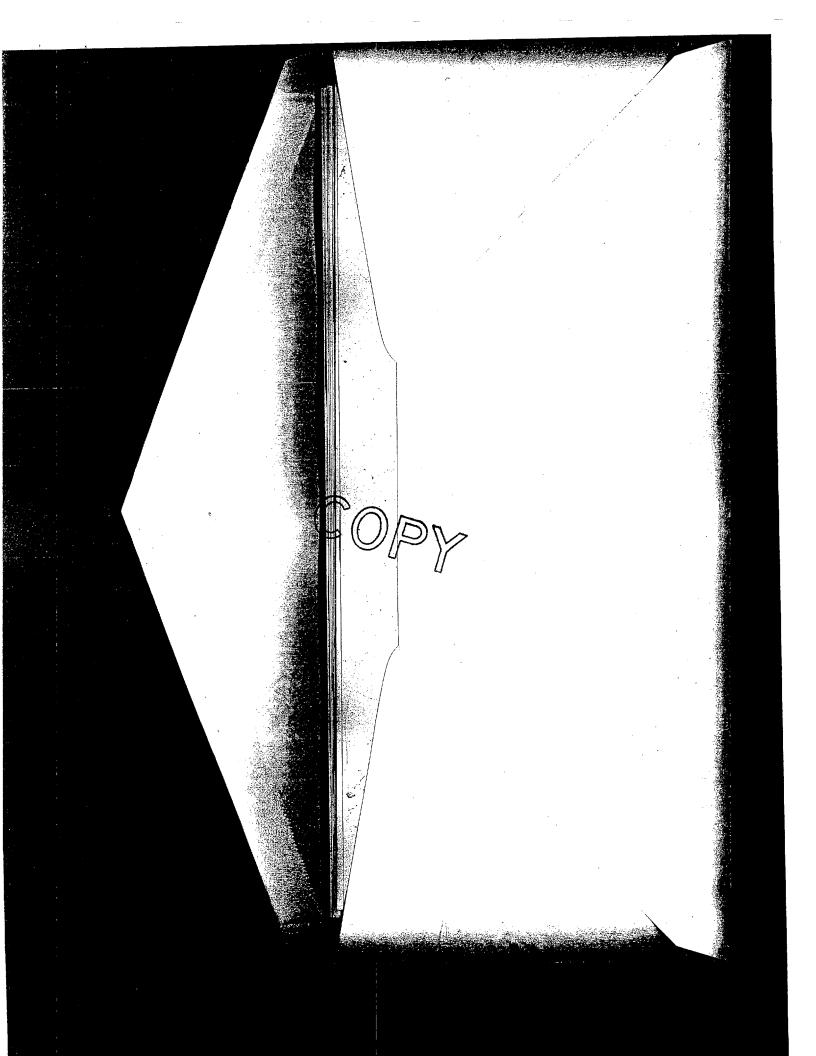
Heather L. Maples Special Counsel



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Parcel 3:

A certain lot of land with the buildings thereon situated on the Northerly side of Church Street in BROCKTON, Plymouth County, Massachusetts, bounded as follows:

Westerly by land of the Brockton National Bank there measuring fifty-eight and 96/100 (58.96) feet; northerly by land of Clark Block Inc., there measuring sixty-three and 62/100 (63.62) feet; easterly by land of George Knight, et al., there measuring fifty-nine and 9/10 (59.9) feet; and southerly by said street there measuring sixty-four and 86/100 (64.86) feet.

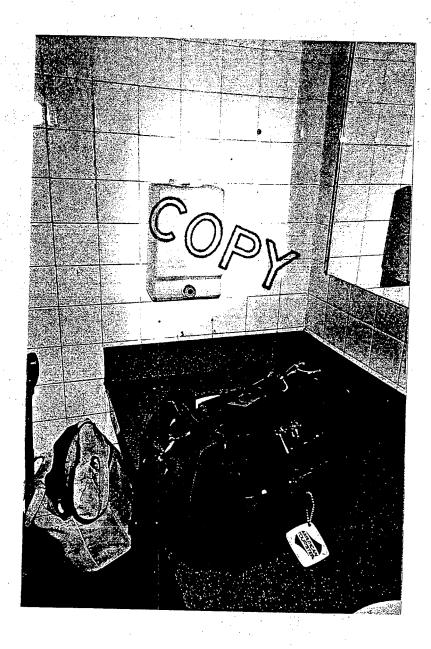
Parcel 4:

A certain lot or parcel of land situated in said Brockton on the northerly side of Church Street, containing fifteen hundred ninety one (1591) square feet, be the same more or less, bounded and described as follows, viz: Beginning at the southwest corner of the premises conveyed, at a point in the northerly line of Church Street and being the southeast corner of land of the grantee and running thence northerly at right angles with said Church Street and by land of grantee fifty-eight and 66/100 (58.66) feet to land of Lyman W. Basse, thence easterly in line of land of Lyman W. Basse twenty-seven and 8/100 (27.08) feet to a stake and other land of the grantor, thence southerly by other land of the grantor and along the westerly edge of the cement walk to a point in the northerly line of Church Street twenty-seven and 4/100 (27.04) feet easterly from the point of beginning, thence westerly by said Church Street twenty-seven and 7/100 (27.07) feet to said point of beginning.

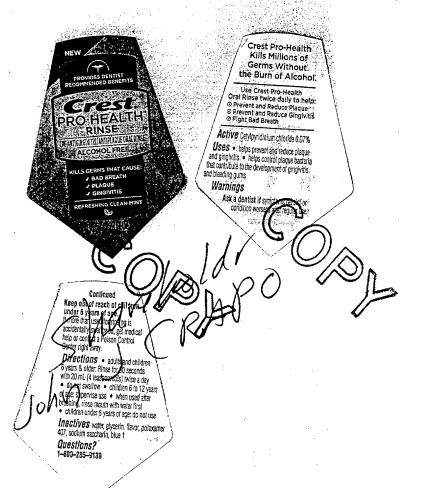
Parcel 5:

Beginning at the intersection of said Main Street and Church Street, thence running easterly in the north line of said Church Street one hundred nineteen and fifty-five hundredths (119.55) feet to a stone wall, thence northerly at a right angle fifty-eight and sixty-six hundredths (58.66) feet to land of one Cook; thence westerly by land of said Cook thirty-seven and twelve hundredths (37.12) feet more or less, to a stone bound; thence southerly by land of said Cook twenty-six and seventeen hundredths (26.17) feet to a stone bound; thence westerly still by land of said Cook eighty-four and seventy-one hundredths (84.71) feet to Main Street in line of a drill hole in the curb stone; thence southerly by Main Street twenty-eight and forty-five hundredths (28.45) feet to the point of beginning.

For Mortgagor's title see Deed dated March 19, 2004 and recorded with Plymouth Registry of Deeds in Book 27785, Page 1 and filed with the Plymouth Registry District of the Land Court as Document No. 561208 with Certificate of Title 105039.





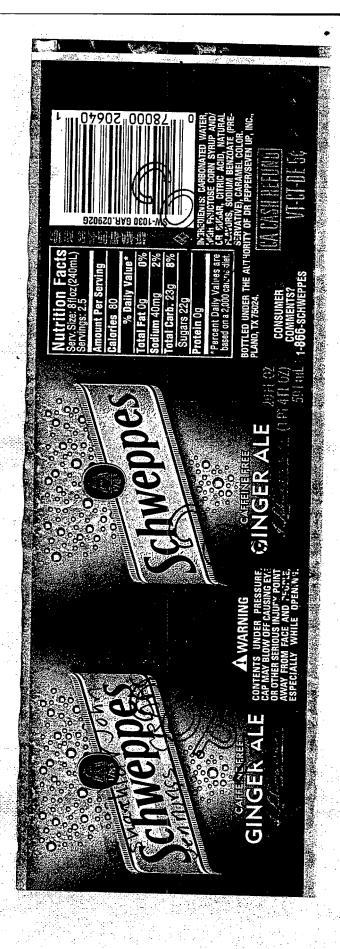


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Senate Passes A Resolution Apologizing For Failure To Pass Anti-Lynching Legislation

wide between the 1880s and 1960s.

Sponsored by Sen. Mar L. Landrieu (D-LA) and Sen. George Allen (R-VA), the resolution acknowledged the Senate's predecessors' unjust actions, while recognizing and apologizing for the effects that past inaction has had on the lynching victims and their families.

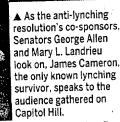
"If we truly want to move forward," said Sen. Landrieu to the family members of the lynching victims who had gathered at the U.S. Capitol Building, "we must admit that failure and learn from it."

Although seven U.S. presidents and the House of Representatives supported these bills to stop lynching, the Senate, then filled with Southern conservatives, blocked the efforts, often with filibusters.

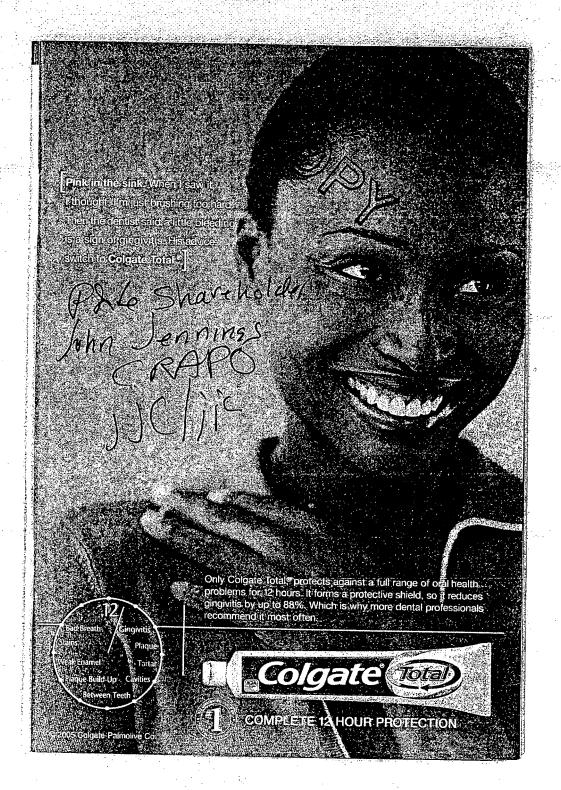
The only known survivor of a lynching, 91-year-old James Cameron, was present for the apology. When asked how he felt about the resolution, Cameron remarked, "It's 100-something years too late, but I'm glad they're doing it."

On August 7, 1930, when Cameron was only 16 years old, he and his buddies, Abraham Smith and Thomas Shipp, were dragged by a White mob from Grand County Jail in Marion, IN, where they were being held for robbing a White couple, killing the man and raping the woman. All three were beaten with clubs and pick handles, then Smith and Shipp were lynched. Cameron's life was spared by one man's





ore than a century after the first M anti-lynching bill was introduced in Congress, the U.S. Senate apologized for its failure to outlaw the heinous act that took the lives of some 5,000 Blacks nation-



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Subscriber Name: JOHN JEN CRAPO

Group Number: 7100-0001





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Gillette Co. sharedo expected to today approve the legendary firm's \$57 billion takeover by consumer-goods giant Procter & Gamble.

A vote is scheduled to take place in Delaware at a special shareholders' meeting

It was in 1899 that Hub entrepreneur King Camp Gillette launched his patented safety-razor business

Today, Gillette is among the world's most-recognized brand names, known from Boston to Bangkok.

Gillette stock jumped 94 cents to \$51.63 yesterday as traders realized the deal was all but done. P&G stock also rose 94 cents to \$53.90. Both shares have sale. risen sharply since late last week.

iropean regulatory approanalysts are confident

that the transaction will proceed.
The only potential fly in the shaving cream: Secretary of State William F. Galvin, whose investigation continues into whether Gillette's board and advisers sold out shareholders on the cheap.

Galvin wants to know if advisers at Goldman Sachs and UBS low-balled Gillette's value to help company directors hustle through a deal that would make them all fabulously rich.

Gillette CEO James Kilts, who lives in Rye, N.Y., and took the company's helm four years ago, is expected to lead the windfall league. He'll garner a staggering \$163 million or more from the

Since Kilts took over, Gillette stock has risen about 58 percent.

TUESDAY, JULY 12, 2005 BOSTON HERALD

ACLU keeps wary eye on defense lawyer shortage

By MAGGIE MULVINA

Civil liberties advocates are tracking the number of Massachusetts criminal defendants who have been unable to find attorneys in the past week, and lawsuits to force prosecutors to drop the cases may not be far behind.

"We are watching this with some concern," said Massachusetts ACLU Executive Director John Reinstein about the state's lawyer shortage, which is leaving poor accused criminals across the state without counsel.

Hundreds of private attorneys paid by the state to take court take new indigent cases without ments needs to be fixed.

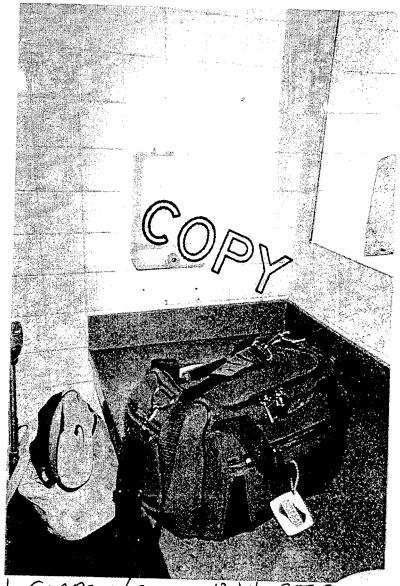
emmission appointed by Gev. Mit Romney recom-mended fee hikes in April, but the Legislature has not approved the funding. In Suffolk County yesterday, 115 accused criminals did not have lawyers, including 15 who remain behind bars, according to figures compiled by Suffolk Lawyers for Justice Inc.

This afternoon, House Ways and Means Chairman Robert A. DeLeo plans to meet with attorneys from Suffolk and Middlesex counties who are pressing for pay increases.

DeLeo, a Winthrop Democrat, said yesterday the problem is not just a "money issue," but the enappointments have refused to tire system of court-appoint-

J. Crapo, Non LWYLY.

TUESDAY, JULY 12, 2005 BOSTON HERALD



From John J. (RAPO, e /2 1210 2003

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To Proche & boundle Co Legal OFC

Wistradam Newton

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