PROCTER & GAMBLE CO Form S-8 POS June 25, 2003

Registration No. 333-51225

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

AMENDMENT NO. 1

POST EFFECTIVE AMENDMENT NO. 1

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FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

THE PROCTER & GAMBLE COMPANY (Exact name of issuer as specified in its charter)

> 31-0411980 (I.R.S. Employer Identification No.)

OHIO (State of Incorporation)

ONE PROCTER & GAMBLE PLAZA, CINCINNATI, OHIO 45202 (Address of Principal Executive Offices) (Zip Code)

THE PROCTER & GAMBLE UK MATCHED SAVINGS SHARE PURCHASE PLAN (Full title of the Plan)

Sharon E. Abrams, Secretary The Procter & Gamble Company One Procter & Gamble Plaza Cincinnati, Ohio 45202 (Name and address of agent for service)

(513) 983-7854 (Telephone number, including area code, of agent for service)

Total Pages = 2

Reduction in the number of shares of Common Stock of The Procter & Gamble Company registered under Registration Statement No. 333-51225.

SUMMARY

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The Procter & Gamble Company suspended The Procter & Gamble UK Matched Savings Share Purchase Plan on October 1, 2002, and the last shares were granted under the Plan on or before September 30, 2002. Of the 288,000 shares registered on Registration Statement, Form S-8, No. 333-51225, all shares had been granted by September 30, 2002. Therefore, the undersigned agent for service hereby deregisters the following amount of securities registered on the aforesaid Registration Statements:

> Shares of the Common Stock of -O- shares The Procter & Gamble Company

This leaves 0 shares of the Common Stock of The Procter & Gamble Company currently registered under Registration Statement, Form S-8, No. 333-51225.

In accordance with Rule 478(a)(4), as agent for service I have signed this amendment to the Registration Statement on the date set below my name.

/S/ SHARON E. ABRAMS

Sharon E. Abrams, Secretary June 24, 2003