Zoetis Inc. Form 4 March 29, 2017

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

(Last)

(City)

1.Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person * PARENT LOUISE M

(First)

(Middle)

(Zip)

2. Transaction Date 2A. Deemed

C/O ZOETIS INC., 10 SYLVAN WAY

(Street)

PARSIPPANY, NJ 07054

(State)

(Month/Day/Year)

2. Issuer Name and Ticker or Trading Symbol

Zoetis Inc. [ZTS]

3. Date of Earliest Transaction

(Month/Day/Year) 03/28/2017

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

3. 4. Securities TransactionAcquired (A) or Execution Date, if

Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

(A)

or Code V Amount (D) Price

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise any

5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

(Check all applicable)

10% Owner Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

(D) or Indirect Beneficial

Issuer

below)

5. Amount of

Securities

Following Reported

Transaction(s)

(Instr. 3 and 4)

Owned

Beneficially

X_ Director

Applicable Line)

Officer (give title

Estimated average

burden hours per

1

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. | 8) | Acquired (A) Disposed of (Instr. 3, 4, a 5) | (D) | | | | |
|------------------------------|------------------------------------|------------|------------------|---------|----|--|-----|---------------------|--------------------|-----------------|----------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Stock Unit (1) | <u>(2)</u> | 03/28/2017 | | A | | 461.5953 | | (3) | (3) | Common Stock | 461.5953 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| • 0 | Director | 10% Owner | Officer | Other | | | |
| PARENT LOUISE M | | | | | | | |
| C/O ZOETIS INC. | X | | | | | | |
| 10 SYLVAN WAY | Λ | | | | | | |
| PARSIPPANY, NJ 07054 | | | | | | | |

Signatures

/s/ Katherine H. Walden, as
Attorney-in-Fact 03/29/2017

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- These phantom stock units were acquired pursuant to the Zoetis Non-Employee Director Deferred Compensation Plan and represent the (1) director's deferral of all or a portion of his or her cash retainer fees invested in the Zoetis stock fund (including dividend equivalents)
- (1) director's deferral of all or a portion of his or her cash retainer fees invested in the Zoetis stock fund (including dividend equivalents thereon).
- (2) Each phantom stock unit represents one share of Zoetis Inc. common stock.
- These phantom stock units will be settled in cash following the reporting person's separation from service and may be transferred by the reporting person into an alternative investment fund at any time, provided Zoetis may limit the timing, frequency and permissibility of transfers from one investment fund to another at any time.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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