David Glenn
Form 4
February 21, 2019

| RM 4 |  | OMB APPROVAL |
| :---: | :---: | :---: |
|  | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | OMB Number: 3235-0287 |
| Check this box if no longer subject to |  | Expires: $\quad \begin{array}{r}\text { January 31, } \\ 2005\end{array}$ |
| subject to Section 16. | SECURITIES | Estimated average |
| Form 4 or |  | $\text { response... } 0.5$ |
| Form 5 obligations may continue. | 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 |  |
| See Instruction | 30(h) of the Investment Company Act of 1940 |  |
| 1(b). |  |  |

(Print or Type Responses)

| 1. Name and Address of Reporting Person *David Glenn |  |  | 2. Issuer Name and Ticker or Trading Symbol |
| :---: | :---: | :---: | :---: |
|  |  |  | Zoetis Inc. [ZTS] |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) |
| C/O ZOETIS INC., 10 SYLVAN WAY |  |  | 02/19/2019 |
|  |  |  |  |
| (Street) |  |  | 4. If Amendment, Date Original Filed(Month/Day/Year) |

PARSIPPANY, NJ 07054
5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
$\frac{\text { Director }}{\overline{\mathrm{X}_{-}} \text {Officer (give title } \frac{10 \% \text { Owner }}{\text { below) }} \text { Other (specify }}$ Chief Financial Officer
6. Individual or Joint/Group Filing(Check
Applicable Line)

Applicable Line)
_X_Form filed by One Reporting Person __ Form filed by More than One Reporting Person

| (City) | (State) | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed <br> Execution Date, if any (Month/Day/Year) | 3. <br> Transactio <br> Code <br> (Instr. 8) <br> Code V | 4. Securit <br> (A) or Di <br> (Instr. 3, <br> Amount | ies Ac sposed 4 and <br> (A) or (D) | cquired <br> of (D) <br> 5) <br> Price | 5. Amount of Securities <br> Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common Stock ${ }^{(1)}$ | 02/19/2019 |  | M | 2,237 |  | (1) | 8,888 | D |  |
| Common Stock | 02/19/2019 |  | F | 790 | D | $\begin{aligned} & \$ \\ & 94.91 \end{aligned}$ | 8,098 | D |  |
| Common <br> Stock (2) | 02/19/2019 |  | M | 3,729 | A | (2) | 11,827 | D |  |
| Common Stock | 02/19/2019 |  | F | 1,278 | D | $\begin{aligned} & \$ \\ & 94.91 \end{aligned}$ | 10,549 | D |  |

[^0]
# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number of | 6. Date Exercisable and | 7. Title and Amoun |  |
| :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- |
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactionerivative | Expiration Date | Underlying Securiti |  |  |
| Security | or Exercise |  | any | (Month/Day/Year) | (Instr. 8) | Securities Acquired | (A) or Disposed of |  |
| (Instr. 3) | Price of |  |  |  | (D) |  |  |  |
|  | Derivative |  |  |  | (Instr. 3, 4, and 5) |  |  |  |
|  | Security |  |  |  |  |  |  |  |


|  |  |  | Code | V (A) | (D) | Date <br> Exercisable | Expiration <br> Date | Title | Amo <br> Numb <br> Share |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Restricted <br> Stock Unit ${ }^{(3)}$ | (1) | 02/19/2019 | M |  | 2,237.5742 | (3) | (3) | Common Stock | 2,23 |
| Performance Award Unit (4) | (2) | 02/19/2019 | M |  | 3,729.631 | (4) | (4) | Common Stock | 3,7 |

## Reporting Owners

## Reporting Owner Name / Address

Director 10\% Owner Officer Other
David Glenn
C/O ZOETIS INC.
10 SYLVAN WAY
PARSIPPANY, NJ 07054
Chief Financial Officer

## Signatures

/s/ Katherine H. Walden, as
Attorney-in-Fact
02/21/2019
${ }_{-}^{* *}$ 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. $78 \mathrm{ff}(\mathrm{a})$.
(1) Acquisition of common stock upon vesting and settlement of restricted stock units (RSUs). Each RSU represents a right to receive one share of Zoetis Inc. common stock upon vesting of the RSU.
(2) Acquisition of common stock upon vesting and settlement of performance award units. Each performance award unit represents a right to receive one share of Zoetis Inc. common stock upon vesting of the performance award unit.

Restricted stock units previously granted pursuant to the Zoetis Inc. 2013 Equity and Incentive Plan, and dividend equivalent units automatically issued thereon (each an "RSU" and collectively, "RSUs"). The RSUs vest as follows and are settled in Zoetis common
(3) stock upon vesting: $2,237.5742$ RSUs vested on February 19, $2019 ; 5,459.1471$ RSUs will vest on August 22, 2019; $3,031.3841$ RSUs will vest on December 6, 2019; 8,593.1842 RSUs will vest on February 14, 2020; 7,327.0938 RSUs will vest on February 13, 2021; and $6,142.0000$ RSUs will vest on February 12, 2022.

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Performance award units having a three-year performance period covering 2016-2018 previously granted pursuant to the Zoetis Inc. 2013 Equity and Incentive Plan, and dividend equivalent units automatically issued thereon. The performance award units reported herein were
(4) deemed acquired on February 12, 2019, which is the date the Zoetis Compensation Committee certified the level of achievement of the applicable performance goal for these performance award units. The performance award units (and dividend equivalent units issued thereon) vested on February 19, 2019 and were settled in shares of Zoetis common stock.
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.


[^0]:    Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

