

Knupp Catherine A.
Form 4
February 21, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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. Name and Address of Reporting Person *
Knupp Catherine A.

(Last) (First) (Middle)
C/O ZOETIS INC., 10 SYLVAN WAY
(Street)

PARSIPPANY, NJ 07054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Zoetis Inc. [ZTS]

3. Date of Earliest Transaction (Month/Day/Year)
02/19/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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 Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock ⁽¹⁾	02/19/2019		M		8,951 A <u>1</u>	43,775	D
Common Stock	02/19/2019		F		2,350 D \$ 94.91	41,425	D
Common Stock ⁽²⁾	02/19/2019		M		14,918 A <u>2</u>	56,343	D
Common Stock	02/19/2019		F		6,290 D \$ 94.91	50,053	D

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount of Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date		
Restricted Stock Unit ⁽³⁾	<u>(1)</u>	02/19/2019		M		8,951.3182	<u>(3)</u>	<u>(3)</u>	Common Stock	8,951.3182
Performance Award Unit ⁽⁴⁾	<u>(2)</u>	02/19/2019		M		14,918.523	<u>(4)</u>	<u>(4)</u>	Common Stock	14,918.523

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Knupp Catherine A. C/O ZOETIS INC. 10 SYLVAN WAY PARSIPPANY, NJ 07054			Executive Vice President	

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. 78ff(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.

- (3) 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 stock upon vesting: 8,951.3182 RSUs vested on February 19, 2019; 8,593.1842 RSUs will vest on February 14, 2020; 6,869.2133 RSUs will vest on February 13, 2021; and 5,142.0000 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.

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