Edgar Filing: Zoetis Inc. - Form 4

Zoetis Inc.									
Form 4									
June 26, 20	013								
FOR	M 4							OMB AP	PROVAL
	UNITED) STATES SE		AND EXCHA n, D.C. 20549	NG	E COI	MMISSION	OMB Number:	3235-0287
	this box							Expires:	January 31,
if no lo subject		MENT OF C	HANGES IN	N BENEFICIA	AL O	WNE	RSHIP OF		2005
Section			SECU	RITIES				Estimated av	•
Form 4	or							response	0.5
Form 5	Filed pu	rsuant to Sect	ion 16(a) of t	the Securities I	Excha	nge A	ct of 1934,		
obligati may co			•	olding Compan	•		935 or Section		
See Ins	truction	30(h) of t	he Investmer	nt Company Ao	ct of	1940			
1(b).									
(Print or Type	e Responses)								
1. Name and	Address of Reporting	g Person <u>*</u> 2.	Issuer Name ar	nd Ticker or Trad	ing	5.	Relationship of I	Reporting Perso	on(s) to
PFIZER IN	NC		nbol		8	Iss	suer		
		•	etis Inc. [ZTS	S]					
(Last)	(First)		Date of Earliest '	-			(Check	all applicable)	1
(Eust)	(1100)	. ,	onth/Day/Year)	Transaction			Director	X 10%	Owner
235 E 42N	D ST		/24/2013			_	Officer (give ti	tleOther	(specify
						bel	low)	below)	
	(Street)		f Amendment, I	-			Individual or Joi	nt/Group Filing	g(Check
		File	ed(Month/Day/Ye	ear)		-	pplicable Line) [_ Form filed by Or	a Paparting Par	son
NEW VOI	RK, NY 10017					_^^	Form filed by Mo		
	XIX, IVI 10017					Pe	rson		
(City)	(State)	(Zip)	Table I - Non	-Derivative Secu	rities	Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of	2. Transaction Date		3.	4. Securities Acc		(A) or		6.	7. Nature of
Security	(Month/Day/Year)	Execution Date		orDisposed of (D) (Instr. 3, 4 and 5			Securities	Ownership Form:	Indirect Beneficial
(Instr. 3)		any (Month/Day/Ye	Code ear) (Instr. 8)	(instr. 5, 4 and 5	9		Beneficially Owned	Form: Direct (D)	Ownership
		(()				Following	or Indirect	(Instr. 4)
					(A)		Reported	(I)	
					or		Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
			Code V	Amount	(D)	Price	(IIIsu: 5 and 4)		
Class A						<u>(1)</u>		_	
Common	06/24/2013		С	400,985,000	А	(3)	400,985,000	D	
Stock									
Class A									
Common	06/24/2013		J	400,985,000	D	<u>(2)</u>	0	D	
Stock									

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 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. Transactio Code (Instr. 8)	orDeriva Acqui Dispos	nber of ative Securities red (A) or sed of (D) 3, 4, and 5)	6. Date Exer Expiration D (Month/Day,	ate	7. Title and A Underlying S (Instr. 3 and	Securities
	security			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Class B Common Stock	<u>(3)</u>	06/24/2013		С		400,985,000	(3)	(3)	Class A Common Stock	400,98

Reporting Owners

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
PFIZER INC				
235 E 42ND ST		Х		
NEW YORK, NY 10017				
Signatures				

/s/ Matthew Lepore, Vice President and Corporate Secretary on behalf of Pfizer Inc.

**Signature of Reporting Person

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). **

The Class A Common Stock was acquired pursuant to the conversion of Class B Common Stock in an exempt transaction under Rule (1) 16b-6(b). The Class B Common Stock was converted into Class A Common Stock on a one-for-one basis and had no exercise or

Pfizer Inc. ("Pfizer") disposed of 400,985,000 shares of Class A Common Stock of Zoetis Inc. ("Class A Common Stock") in exchange for 405,117,195 shares of Pfizer common stock pursuant to a registered exchange offer to Pfizer common stockholders. The final

- exchange ratio for the exchange offer was 0.9898 shares of Class A Common Stock per share of Pfizer common stock accepted in the (2)exchange offer. As a result of the exchange offer, Pfizer has disposed of its entire equity interest in the Issuer. The closing price of Pfizer common stock on the New York Stock Exchange on June 21, 2013, the trading day immediately preceding the day on which Pfizer accepted Pfizer shares that had been validly tendered and not validly withdrawn, was \$28.46.
- The Class B Common Stock was convertible into Class A Common Stock at any time on a one-for-one basis and had no exercise or (3)conversion price or expiration date.

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.

conversion price.

06/26/2013

Date