

Zoetis Inc.  
Form 4  
February 08, 2013

**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  
1(b).

**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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PFIZER INC

(Last) (First) (Middle)

235 EAST 42ND STREET

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/06/2013

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)

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	02/06/2013		C	12,915,000	A <u>(1)</u> 12,915,000	D <u>(2)</u>	
Class A Common Stock	02/06/2013		S	99,015,000	D <u>(3)</u> 0	D <u>(2)</u>	

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

**Persons who respond to the collection of  
information contained in this form are not  
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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Class B Common Stock	(4)	02/06/2013		C	12,915,000	(4) (4)	Class A Common Stock 12,915,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PFIZER INC 235 EAST 42ND STREET NEW YORK, NY 10017	X	X		

## Signatures

/s/ Matthew Lepore, Corporate Secretary for Pfizer Inc. 02/08/2013

\_\_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).

The Class A Common Stock was acquired pursuant to the conversion of Class B Common Stock in an exempt transaction under the

(1) Exchange Act Rule 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 conversion price.

(2) Pfizer Inc. may be deemed a director of the Issuer on the basis of its relationship with five of the directors of the Issuer.

Pfizer Inc. disposed of 99,015,000 shares of Class A Common Stock in exchange for outstanding debt obligations of Pfizer Inc. The debt obligations were valued at their fair market value, and the fair market value of the debt obligations exchanged equaled \$25.038 per share of Class A Common Stock exchanged.

(4) Each share of Class B Common Stock held by Pfizer Inc. or one of its subsidiaries will be convertible into one share of Class A Common Stock at any time but will not be convertible if held by any other holder.

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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