Zoetis Inc. Form 4 November 03, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

DRIVE

(Print or Type Responses)

1. Name and Address of Reporting Person * Lee Joyce J.

(Middle) (First)

2. Issuer Name and Ticker or Trading Symbol

Zoetis Inc. [ZTS]

3. Date of Earliest Transaction

(Month/Day/Year) 10/31/2014

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Director

X_ Officer (give title

Issuer

below)

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

Executive Vice President

below)

Person

(Street)

C/O ZOETIS INC., 100 CAMPUS

Filed(Month/Day/Year)

FLORHAM PARK, NJ 07932

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

1. Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

(State)

Execution Date, if (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

10% Owner

Other (specify

(A)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) any

8

Г

S

Edgar Filing: Zoetis Inc. - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Unit (1)	<u>(2)</u>	10/31/2014		A		42.7557		<u>(1)</u>	<u>(1)</u>	Common Stock	13.6574	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Lee Joyce J. C/O ZOETIS INC. 100 CAMPUS DRIVE FLORHAM PARK, NJ 07932

Executive Vice President

Signatures

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

11/03/2014

**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, which were acquired pursuant to the Zoetis Supplemental Savings Plan, are 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.
- Each phantom stock unit represents a fraction of a phantom share of Zoetis common stock, plus a small amount of cash-equivalent investments (the cash-equivalent investments typically represent around 5% of the total value of the phantom stock unit). Accordingly, the value of each phantom stock unit is determined by reference to the market value of Zoetis common stock and the value of the cash-equivalent investments.

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.

Reporting Owners 2