

Zoetis Inc.
Form 4
July 01, 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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(Print or Type Responses)

1. Name and Address of Reporting Person *
Chen Heidi C.

(Last) (First) (Middle)

C/O ZOETIS INC., 100 CAMPUS
DRIVE

(Street)

FLORHAM PARK, NJ 07932

(City) (State) (Zip)

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

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

06/26/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below) below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	06/26/2013	06/27/2013	I ⁽¹⁾	1,891 A ⁽²⁾	1,891	D ⁽³⁾	
Common Stock					2,500	D	

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

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information contained in this form are not
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(9-02)

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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. 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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Chen Heidi C. C/O ZOETIS INC. 100 CAMPUS DRIVE FLORHAM PARK, NJ 07932	Executive Vice President

Signatures

/s/ Katherine H. Walden as
Attorney-in-Fact 07/01/2013

__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).

(1) Represents shares of Zoetis Inc. Common Stock acquired by the Reporting Person in the offer by Pfizer Inc. to exchange up to 400,985,000 shares of Zoetis Inc. Common Stock for outstanding shares of Pfizer Inc. common stock that were validly tendered and not validly withdrawn (the "Exchange Offer"), as more fully described in a registration statement on Form S-4 (File No. 333-188750) originally filed by the Issuer with the Securities and Exchange Commission on May 22, 2013 and declared effective on June 17, 2013.

(2) The Reporting Person acquired 1,891 shares of Zoetis Inc. Common Stock in exchange for 1,934 shares of Pfizer Inc. common stock pursuant to a registered exchange offer to Pfizer shareholders commenced by Pfizer on May 22, 2013. The closing price of a share of Pfizer Inc. 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 shares tendered for exchange were held under the Pfizer Inc. Saving and Investment Plan, a Rule 16b-3 plan.

(3) To be held in the Zoetis Inc. Savings Plan, a 401(k) plan.

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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