

PFIZER INC
Form 4
July 17, 2007

FORM 4

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

OMB APPROVAL

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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 *
WAXMAN ALLEN P

(Last) (First) (Middle)

PFIZER INC. ATT: CORPORATE SECRETARY, 235 EAST 42ND STREET

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PFIZER INC [PFE]

3. Date of Earliest Transaction (Month/Day/Year)
07/13/2007

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)
Senior 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction Number	5.	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price of Derivative
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Security (Instr. 5)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units SSP		(1) 07/13/2007	A		48		(2)	(2)	Common Stock	48	\$ 25.91

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WAXMAN ALLEN P PFIZER INC. ATT: CORPORATE SECRETARY 235 EAST 42ND STREET NEW YORK, NY 10017			Senior Vice President	

Signatures

By:
Lawrence
A. Fox, by
power of
atty.

with copies to:

Kathleen M. Emberger

Cleary Gottlieb Steen & Hamilton LLP

One Liberty Plaza

New York, NY 10006

(212) 225-2000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act

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Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

DEREGISTRATION OF SECURITIES

The Dun & Bradstreet Corporation, a Delaware corporation (the Registrant), is filing this post-effective amendment (this Post-Effective Amendment) to the following registration statements on Form S-8 (the Registration Statements):

Registration No.	Date Filed with the SEC	Name of Equity Plan or Agreement	Number of Registrant's shares of common stock, par value \$0.01 (the Shares) Originally Registered/Total Amount of Securities or Unsecured Deferred Compensation Obligations Originally Registered
333-46732	9/27/00	2000 Dun & Bradstreet Corporation Replacement Plan for Certain Directors Holding Dun & Bradstreet Corporation Equity-Based Awards; 2000 Dun & Bradstreet Corporation Replacement Plan for Certain Employees Holding Dun & Bradstreet Corporation Equity-Based Awards	9,325,400
333-46826	9/28/00	Profit Participation Plan of the Dun & Bradstreet Corporation	3,000,000
333-85972	4/09/02	The Dun & Bradstreet Corporation Key Employees Nonqualified Deferred Compensation Plan	\$ 7,000,000
333-145191	8/7/07	2000 Dun & Bradstreet Corporation Non-Employee Directors Stock Incentive Plan	700,000
333-161058	8/05/09	The Dun & Bradstreet Corporation 2009 Stock Incentive Plan	5,400,000
333-189289	6/13/13	The Dun & Bradstreet Corporation Key Employees Nonqualified Deferred Compensation Plan	\$ 30,000,000
333-204810	6/09/15	The Dun & Bradstreet Corporation 2015 Employee Stock Purchase Plan	1,000,000
333-214380	11/02/16	The Dun & Bradstreet Corporation 2015 Employee Stock Purchase Plan	273,310
333-224740	5/08/18	The Dun & Bradstreet Corporation 2018 Non-Employee Directors Equity Incentive Plan; The Dun & Bradstreet 2009 Stock Incentive Plan	1,283,539

Pursuant to the Agreement and Plan of Merger, dated as of August 8, 2018, by and among the Registrant, Star Parent, L.P., a Delaware limited partnership (Parent) and Star Merger Sub, Inc., a Delaware corporation and a wholly-owned subsidiary of Parent (Merger Sub), Merger Sub was merged with and into the Registrant (the Merger), with the Registrant continuing as the surviving company in the Merger as a wholly-owned subsidiary of Parent. The Merger became effective on February 8, 2019. At the effective time of the Merger, the issued and outstanding Shares (other than shares owned by Parent, Merger Sub, the Registrant or any other direct or indirect wholly owned subsidiary of Parent or the Registrant, including treasury shares), were canceled and converted into the right to receive \$145.00 in cash, without interest and subject to any applicable withholding taxes.

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As a result of the Merger, the Registrant has terminated the offering of its securities pursuant to the Registration Statements. The Registrant, by filing this Post-Effective Amendment, hereby terminates the effectiveness of the Registration Statements and removes from registration any and all Shares, unsecured deferred compensation obligations and other securities registered but unsold or otherwise unissued under the Registration Statements as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Short Hills, State of New Jersey, on this day of February 8, 2019. No other person is required to sign this Post-Effective Amendments in reliance upon Rule 478 under the Securities Act of 1933, as amended.

The Dun & Bradstreet Corporation

By: /s/ Colleen Haley
Secretary