Zoetis Inc. Form 4 March 09, 2015

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

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

(Last)

(City)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person * Bernal Alejandro

(First) (Middle)

C/O ZOETIS INC., 100 CAMPUS DRIVE

(Street)

FLORHAM PARK, NJ 07932

(State) (Zip)

2. Transaction Date 2A. Deemed

(Month/Day/Year)

Execution Date, if (Month/Day/Year)

TransactionAcquired (A) or Code

Symbol

Zoetis Inc. [ZTS]

(Month/Day/Year)

Filed(Month/Day/Year)

3.

03/06/2015

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

Owned Following Reported (A)

Transaction(s)

Issuer

below)

Person

5. Amount of

Securities

Beneficially

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

Director

Applicable Line)

X_ Officer (give title

(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 Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

5. Number of **Transaction**Derivative Code

Securities Acquired

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Executive Vice President

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(T)

(Instr. 4)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Estimated average

burden hours per

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	((A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Phantom Stock Unit (1)	<u>(2)</u>	03/06/2015		A		1,074.7245		<u>(1)</u>	<u>(1)</u>	Common Stock	340.869

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Bernal Alejandro C/O ZOETIS INC. 100 CAMPUS DRIVE FLORHAM PARK, NJ 07932

Executive Vice President

Signatures

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

03/09/2015 Date

**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).
- 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.

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