

Zoetis Inc.
Form 4
June 26, 2013

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 *
PFIZER INC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
235 E 42ND ST
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/24/2013

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

NEW YORK, NY 10017

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	06/24/2013		C		400,985,000	A	<u>(1)</u> <u>(3)</u>
Class A Common Stock	06/24/2013		J		400,985,000	D	<u>(2)</u> 0

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Class B Common Stock	(3)	06/24/2013		C	400,985,000	(3)	(3)	Class A Common Stock	400,985,000

Reporting Owners

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

Signatures

/s/ Matthew Lepore, Vice President and Corporate Secretary on behalf of Pfizer Inc.

06/26/2013

__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 Rule (1) 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. ("Pfizer") disposed of 400,985,000 shares of Class A Common Stock of Zoetis Inc. ("Class A Common Stock") in exchange for 405,117,195 shares of Pfizer common stock pursuant to a registered exchange offer to Pfizer common stockholders. The final exchange ratio for the exchange offer was 0.9898 shares of Class A Common Stock per share of Pfizer common stock accepted in the exchange offer. As a result of the exchange offer, Pfizer has disposed of its entire equity interest in the Issuer. The closing price of Pfizer 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.

(3) The Class B Common Stock was convertible into Class A Common Stock at any time on a one-for-one basis and had no exercise or conversion price or expiration date.

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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