Zoetis Inc. Form 4 March 03, 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

2. Issuer Name and Ticker or Trading

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Beaty Sandra J.

(First) (Middle) (Last)

C/O ZOETIS INC., 100 CAMPUS DRIVE

FLORHAM PARK, NJ 07932

(City)

1. Title of

Security

(Instr. 3)

(Street)

(State)

(Month/Day/Year)

Zoetis Inc. [ZTS] 3. Date of Earliest Transaction

(Month/Day/Year) 02/27/2015

Symbol

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities Execution Date, if

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Beneficially Owned Following (A)

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

Issuer

below)

Person

5. Amount of

Securities

Director

Applicable Line)

X_ Officer (give title

Code V Amount (D) Price

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

(Month/Day/Year)

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)

(Zip)

2. Transaction Date 2A. Deemed

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

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

7. Title and Amount of 8. 1 **Underlying Securities** (Instr. 3 and 4)

OMB APPROVAL

3235-0287

January 31,

2005

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OMB

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

(I)

(Instr. 4)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Estimated average

burden hours per

1

De

Sec

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	o Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(In
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	(2)	02/27/2015		A	2,892		(3)	<u>(4)</u>	Common Stock	2,892	\$
Stock Option (6)	<u>(7)</u>	02/27/2015		A	11,425		(8)	<u>(9)</u>	Common Stock	11,425	

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Other Officer

Beaty Sandra J. C/O ZOETIS INC. 100 CAMPUS DRIVE FLORHAM PARK, NJ 07932

Executive Vice President

Signatures

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

03/03/2015

**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).

automatically issued thereon (each an "RSU" and collectively, "RSUs"). Restricted stock units vest and are settled in shares of Zoetis common stock on the third anniversary of the date of grant, subject to the reporting person's continued service through such vesting date and subject to earlier vesting and settlement upon certain specific events. Dividend equivalent units vest and are settled in shares of Zoetis common stock on the third anniversary of the date of grant of the underlying restricted stock units, subject to the reporting person's

continued service through such vesting date and subject to earlier vesting and settlement upon certain specific events.

Represents restricted stock units granted pursuant to the Zoetis Inc. 2013 Equity and Incentive Plan, and dividend equivalent units

- (2) Each RSU represents a contingent right to receive one share of Zoetis Inc. common stock.
- (3) Each RSU will be settled in shares of Zoetis Inc. common stock upon vesting.
- (4) Not applicable.
- The RSUs vest as follows: 6,842.7165 restricted stock units will vest on January 31, 2016; 5,711.2318 restricted stock units will vest on **(5)** March 4, 2017; and 2,892 RSUs will vest on February 27, 2018.
- Stock options (right to buy Zoetis Inc. common stock) granted pursuant to the Zoetis Inc. 2013 Equity and Incentive Plan. The options vest on the third anniversary of the date of grant.
- 24,964 options granted January 31, 2013 at an exercise price of \$26.00 per option; 21,847 options granted March 4, 2014 at an exercise price of \$30.89 per option; and 11,425 options granted February 27, 2015 at an exercise price of \$46.09 per option.

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- (8) Each option vests on the third anniversary of the date of grant.
- (9) Each option expires on the tenth anniversary of the date of grant.

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.