PECK KRISTIN C Form 4 February 04, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * PECK KRISTIN C

(First)

(Street)

Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Executive Vice President

Issuer

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 01/31/2013

Zoetis Inc. [ZTS]

Director 10% Owner X_ Officer (give title Other (specify

below)

below)

C/O PFIZER INC..., FIVE **GIRALDA FARMS**

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

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

(Instr. 4)

Person

MADISON, NJ 07940

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4)

(A)

(Instr. 3, 4 and 5)

Following Reported Transaction(s)

(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.

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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

Conversion or Exercise

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

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 **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A or Disposed (D) (Instr. 3, 4, and 5)				
				Code V	(A) ((D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (1)	\$ 26	01/31/2013		A	79,885	01/31/2016	5 01/31/2023	Class A Common Stock	79,885
Restricted Stock Units (2)	<u>(3)</u>	01/31/2013		A	21,538	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	21,538

Reporting Owners

Reporting Owner Name / Address	Relationships
Neboling Owner Name / Address	

Director 10% Owner Officer Other

PECK KRISTIN C C/O PFIZER INC., FIVE GIRALDA FARMS MADISON, NJ 07940

Executive Vice President

Signatures

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

02/04/2013

**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) Grant of stock option (right to buy Zoetis Inc. Class A Common Stock) pursuant to the Zoetis Inc. 2013 Equity and Incentive Plan. The option vests on the third anniversary of the date of grant.
- (2) Grant of restricted stock units pursuant to the Zoetis Inc. 2013 Equity and Incentive Plan. The units vest on the third anniversary of the date of the grant.
- (3) Each restricted stock unit represents a contingent right to receive one share of Zoetis Inc. Class A Common Stock.
- (4) Not applicable.

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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