## Edgar Filing: Zoetis Inc. - Form 4

Zoetis Inc.									
Form 4									
February 22	2, 2016								
FORM			GEOU				COMMISSIO	T	PPROVAL
	UNITED	SIAIES		ashington				Number:	3235-0287
Check t	his box		***	ishington	, D.C. 20	547			January 31,
if no lor		MENT O	F CHAI	NGES IN	BENEF	ICIAL OV	WNERSHIP OF	Expires:	2005
subject Section	10			SECUE				Estimated burden hou	
Form 4								response	•
Form 5							nge Act of 1934,		
obligati may coi				•	•	<b>•</b> •	of 1935 or Secti	on	
See Inst		30(h)	of the I	nvestment	Compar	y Act of 1	940		
1(b).									
(Print or Type	Responses)								
(I IIII OF I JPC	nesponses)								
1. Name and	g Person <u>*</u>	2. Issuer Name and Ticker or Trading				5. Relationship of Reporting Person(s) to			
STEERE WILLIAM C JR			Symbol				Issuer		
			Zoetis	Inc. [ZTS	]		(Ch	eck all applicabl	e)
(Last)	(First)	(Middle)	3. Date of	of Earliest T	ransaction		(Chi	ek all applicabl	()
			(Month/	Day/Year)			_X_ Director		% Owner
	TIS INC., 100 CA	MPUS	02/19/2	2016			Officer (giv below)	ve title Oth below)	ner (specify
DRIVE							,	,	
	(Street)			endment, D	-	1	6. Individual or	Joint/Group Fili	ng(Check
			Filed(Mo	onth/Day/Yea	r)		Applicable Line) _X_ Form filed by	One Reporting P	erson
FLORHAM	A PARK, NJ 079	32					Form filed by	More than One R	
Loidin	<b>1111111, 113</b> 077	52					Person		
(City)	(State)	(Zip)	Tał	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned
1.Title of	2. Transaction Date	e 2A. Deem	ed	3.	4. Securit		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution	Date, if	Transactio	-		Securities	Form: Direct	Indirect
(Instr. 3)		any (Month/Da	av/Year)	Code (Instr. 8)	Disposed (Instr. 3, 4		Beneficially Owned	(D) or Indirect (I)	Ownership
		(		(	(		Following	(Instr. 4)	(Instr. 4)
						(A)	Reported		
						or	Transaction(s) (Instr. 3 and 4)		
				Code V	Amount	(D) Price	````		
Reminder: Re	port on a separate lin	e for each cl	ass of sec	urities bene	ficially ow	ned directly of	or indirectly.		
							spond to the colle		SEC 1474
							ained in this forn ond unless the fo		(9-02)
							ntly valid OMB co		

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

number.

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed (D) (Instr. 3, and 5)	d of					(Inst
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit $(1)$	<u>(2)</u>	02/19/2016		А	4,064		(3)	(4)	Common Stock	4,064	\$4

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
STEERE WILLIAM C JR C/O ZOETIS INC. 100 CAMPUS DRIVE FLORHAM PARK, NJ 07932	Х							
Signatures								
/s/ Katherine H. Walden, as Attorney-in-Fact		02/	22/2016					
<b>**</b> Signature of Reporting Persor	1		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).

Represents restricted stock units granted pursuant to the Zoetis Inc. 2013 Equity and Incentive Plan, and dividend equivalent units automatically issued thereon (collectively, "RSUs"). Restricted stock units vest and are settled in shares of Zoetis common stock on the

- (1) 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.
- (2) Each restricted stock unit represents a contingent right to receive one share of Zoetis Inc. common stock.
- (3) Each RSU will vest and be settled in shares of Zoetis Inc. 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.
- (4) Not applicable.
- (5) The RSUs vest as follows: 3,715.9435 RSUs will vest on February 27, 2018; and 4,064 RSUs will vest on February 19, 2019.

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.