Zoetis Inc. Form 4 January 20, 2017

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

(Print or Type Responses)

(Last)

(City)

1. Title of

1. Name and Address of Reporting Person * Lewis Clinton A. Jr.

> (First) (Middle)

C/O ZOETIS INC., 10 SYLVAN

WAY

(Street)

(State)

PARSIPPANY, NJ 07054

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Zoetis Inc. [ZTS]

3. Date of Earliest Transaction

(Month/Day/Year) 01/18/2017

3.

4. If Amendment, Date Original

Filed(Month/Day/Year)

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

4. Securities

Security (Month/Day/Year) Execution Date, if (Instr. 3)

2. Transaction Date 2A. Deemed

(Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Code V Amount (D) Price

(A)

Securities Beneficially Owned Following Reported

5. Amount of

Issuer

below)

Person

Director

Applicable Line)

X_ Officer (give title

Transaction(s)

(Instr. 3 and 4)

6. Ownership Form: Direct (D) or Indirect Beneficial (T) (Instr. 4)

7. Nature of Indirect Ownership (Instr. 4)

(9-02)

10% Owner

Other (specify

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January 31,

2005

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Executive Vice President

6. Individual or Joint/Group Filing(Check

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

Estimated average

burden hours per

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 Conversion Security or Exercise

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

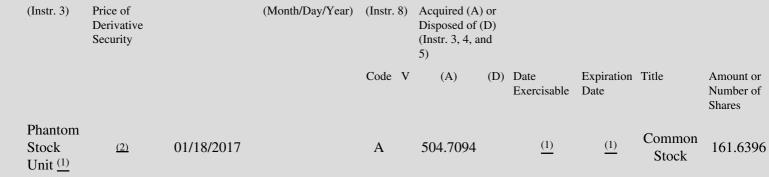
Execution Date, if any

4 5. Number of TransactionDerivative 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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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Lewis Clinton A. Jr. C/O ZOETIS INC. 10 SYLVAN WAY PARSIPPANY, NJ 07054

Executive Vice President

Signatures

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

01/20/2017 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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