## Edgar Filing: Zoetis Inc. - Form 4

| Zoetis Inc.  |                        |          |   |  |  |                         |   |  |                        |                        |  |  |
|--|------------------------|----------|---|--|--|-------------------------|---|--|------------------------|------------------------|--|--|
| Form 4   |                        |          |   |  |  |                         |   |  |                        |                        |  |  |
| October 14, 2015   |                        |          |   |  |  |                         |   |  |                        |                        |  |  |
| FORM 4   | UNITED                 | CTATES   | SECU  |  |  | CILA                    | NCE                                       | COMMISSIO  | NT                     | PPROVAL                |  |  |
|  |                        | SIAIES   |   | shington                                   |  |                         | NGE                                       |  | Number:                | 3235-0287              |  |  |
| Check this box<br>if no longer<br>subject to STATEMENT OF CHANGES IN BENEFICIAL OW |                        |          |   |  |  |                         |   |  | Expires:               | January 31,<br>2005    |  |  |
|  |                        |          |   |  |  |                         |   | <b>VNERSHIP OF</b>   | Estimated              |                        |  |  |
| Section 16.  |                        |          |   | SECU                                       | RITIES   |                         | burden hou                                | burden hours per   |                        |                        |  |  |
| Form 4 or<br>Form 5  | Eiled and              |          | Testion -                                     | 16(a) of the                               | . C  | ting Fr                 |   | and at af 1024   | response               | . 0.5                  |  |  |
| obligations  |                        |          |   |  |  |                         |   | nge Act of 1934,<br>of 1935 or Secti                             |                        |                        |  |  |
| may continue.  |                        |          |   | nvestment                                  |  |                         |   |  | on                     |                        |  |  |
| See Instruction 1(b).  |                        | 50(II)   | of the fi                                     | irvestifiem                                | Compa  | Ily Act                 | . 01 1                                    | 940  |                        |                        |  |  |
| 1(0).  |                        |          |   |  |  |                         |   |  |                        |                        |  |  |
| (Print or Type Respon  | nses)                  |          |   |  |  |                         |   |  |                        |                        |  |  |
| 1. Name and Addres   | a of <b>D</b> oporting | Darson * | <b>.</b> .                                    |  | 1 (2) 1  |                         |   | 5. Relationship  | of Doporting Day       | ran(a) to              |  |  |
| Alaix Juan Ramo  |                        |          |   | . Issuer Name <b>and</b> Ticker or Trading |  |                         |   | Issuer   | of Reporting Fel       | reporting reison(s) to |  |  |
| Symo   |                        |          |   | Inc. [ZTS                                  | 1  |                         |   |  |                        |                        |  |  |
|  |                        |          |   | -  | -  |                         |   | (Check all applicable)   |                        |                        |  |  |
| (Mon   |                        |          |   | 3. Date of Earliest Transaction            |  |                         |   | V D'   | 100                    | <b>7</b> 0             |  |  |
|  |                        |          |   | Month/Day/Year)<br>10/13/2015              |  |                         |   | _X_ Director 10% Owner<br>_X_ Officer (give title Other (specify |                        |                        |  |  |
|  |                        |          | 10/13/2                                       |  |  |                         |   | below)   |                        |                        |  |  |
| Did ( L  |                        |          |   |  |  | Chief Executive Officer |   |  |                        |                        |  |  |
|  |                        |          |   | Amendment, Date Original                   |  |                         | 6. Individual or Joint/Group Filing(Check |  |                        |                        |  |  |
|  |                        |          |   | onth/Day/Yea                               | r)   |                         |   | Applicable Line)<br>_X_ Form filed by One Reporting Person       |                        |                        |  |  |
| FLORHAM PAF  | DK NI 0702             | 20       |   |  |  |                         |   |  | More than One R        |                        |  |  |
| FLOKHAM FAF  | XIX, INJ 079.          | 52       |   |  |  |                         |   | Person   |                        |                        |  |  |
| (City) (   | State)                 | (Zip)    | Tab   | le I - Non-l                               | Derivative   | Securi                  | ties A                                    | cquired, Disposed  | of, or Beneficia       | lly Owned              |  |  |
| 1.Title of 2. Tra  | 2. Transaction Date    |          | 2A. Deemed                                    |  | 3. 4. Securities   |                         |   | 5. Amount of   | 6. Ownership           | 7. Nature of           |  |  |
| •  | th/Day/Year)           |          | Execution Date, if<br>any<br>(Month/Day/Year) |  | TransactionAcquired (A) or<br>Code Disposed of (D)<br>(Instr. 8) (Instr. 3, 4 and 5) |                         |   | Securities<br>Beneficially<br>Owned                              | Form: Direct           | Indirect               |  |  |
| (Instr. 3)   |                        | -        |   |  |  |                         |   |  | (D) or Indirect<br>(I) | Ownership              |  |  |
|  |                        | (        |   | (1150.5) (1150.5, 1 and 5)                 |  |                         | ,   | Following  | (Instr. 4)             | (Instr. 4)             |  |  |
|  |                        |          |   | (A)  |  |                         |   | Reported   |                        |                        |  |  |
|  |                        |          |   | or   |  |                         | Transaction(s)<br>(Instr. 3 and 4)        |  |                        |                        |  |  |
|  |                        |          |   | Code V                                     | Amount   | (D)                     | Price                                     | (incar o und i)  |                        |                        |  |  |

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

Persons who respond to the collection of information contained in this form are not 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 | 2.          | 3. Transaction Date | 3A. Deemed         | 4.        | 5. Number of        | 6. Date Exercisable and | 7. Title and Amount of |
|-------------|-------------|---------------------|--------------------|-----------|---------------------|-------------------------|------------------------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti | orDerivative        | Expiration Date         | Underlying Securities  |
| Security    | or Exercise |                     | any                | Code      | Securities Acquired | (Month/Day/Year)        | (Instr. 3 and 4)       |

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| (Instr. 3)                          | Price of<br>Derivative<br>Security |            | (Month/Day/Year) | (Instr. | 8) | <ul><li>(A) or Disposed of</li><li>(D)</li><li>(Instr. 3, 4, and 5)</li></ul> |     |                     |                    |                 |                                  |
|-------------------------------------|------------------------------------|------------|------------------|---------|----|---|-----|---------------------|--------------------|-----------------|----------------------------------|
|                                     |                                    |            |                  | Code    | V  | (A)   | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount or<br>Number or<br>Shares |
| Phantom<br>Stock<br>Unit <u>(1)</u> | (2)                                | 10/13/2015 |                  | А       |    | 1,033.9719  |     | <u>(1)</u>          | <u>(1)</u>         | Common<br>Stock | 330.812                          |

## **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                         |       |  |  |  |  |
|---|---------------|-----------|-------------------------|-------|--|--|--|--|
| 1   | Director      | 10% Owner | Officer                 | Other |  |  |  |  |
| Alaix Juan Ramon<br>C/O ZOETIS INC.<br>100 CAMPUS DRIVE<br>FLORHAM PARK, NJ 07932 | Х             |           | Chief Executive Officer |       |  |  |  |  |
| Signatures  |               |           |                         |       |  |  |  |  |
| /s/ Katherine H. Walden, as<br>Attorney-in-Fact                                   |               | 10,       | /14/2015                |       |  |  |  |  |

\*\*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).

These phantom stock units, which were acquired pursuant to the Zoetis Supplemental Savings Plan, are settled in cash following the
 (1) 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,

(2) Investments (the cash-equivalent investments typically represent around 5% of the total value of the phantom stock unit). According to 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.