

Trawicki Roman
Form 4
August 09, 2018

FORM 4

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person *
Trawicki Roman

(Last) (First) (Middle)
C/O ZOETIS INC., 10 SYLVAN WAY
(Street)

PARSIPPANY, NJ 07054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Zoetis Inc. [ZTS]

3. Date of Earliest Transaction (Month/Day/Year)
08/07/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	08/07/2018		M	4,688 A \$ 49.12	8,266	D	
Common Stock	08/07/2018		S	8,266 D \$ 92.53	0	D	

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

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SEC 1474 (9-02)

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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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Derivative Security (Instr. 3)
Stock Option <u>(2)</u>	<u>(3)</u>	08/07/2018		M	4,688	<u>(4)</u> <u>(5)</u>	Common Stock	4,688 \$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Trawicki Roman C/O ZOETIS INC. 10 SYLVAN WAY PARSIPPANY, NJ 07054			Executive Vice President	

Signatures

/s/ Katherine H. Walden, as Attorney-in-Fact 08/09/2018
 **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) The Price reported in Table I, Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$92.46 to \$92.60, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
 - (2) 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.
 - (3) 4,688 options granted July 21, 2015 at an exercise price of \$49.12 per option.
 - (4) Each option vests on the third anniversary of the date of grant.
 - (5) Each option expires on the tenth anniversary of the date of grant.
 - (6) 17,873 options granted February 19, 2016 at an exercise price of \$41.83 per option; 16,317 options granted February 14, 2017 at an exercise price of \$55.02 per option; and 13,142 options granted February 13, 2018 at an exercise price of \$73.24 per option.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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