

Alaix Juan Ramon  
Form 4  
March 01, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
Alaix Juan Ramon

(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)  
02/27/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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                    | 02/27/2019                           |  | M                              |   | 133,522   | A  | \$ 30.89                          |
|                                 |                                      |  |                                |   |   |  | 229,535                           |
| Common Stock                    | 02/27/2019                           |  | S                              |   | 133,522   | D  | \$ 93.89                          |
|                                 |                                      |  |                                |   |   |  | 96,013                            |
| Common Stock                    | 02/28/2019                           |  | M                              |   | 178,587   | A  | \$ 30.89                          |
|                                 |                                      |  |                                |   |   |  | 274,600                           |
| Common Stock                    | 02/28/2019                           |  | S                              |   | 178,587   | D  | \$ 94.19                          |
|                                 |                                      |  |                                |   |   |  | 96,013                            |

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

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SEC 1474  
(9-02)

**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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option <u>(3)</u>                    | <u>(4)</u>   | 02/27/2019                           |  | M                              | 133,522   | <u>(5)</u> <u>(6)</u>                                    | Common Stock  | 133,522                       |
| Stock Option <u>(3)</u>                    | <u>(8)</u>   | 02/28/2019                           |  | M                              | 178,587   | <u>(5)</u> <u>(6)</u>                                    | Common Stock  | 178,587                       |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Alaix Juan Ramon<br>C/O ZOETIS INC.<br>10 SYLVAN WAY<br>PARSIPPANY, NJ 07054 | X             |           | Chief Executive Officer |       |

## Signatures

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

03/01/2019

\_\_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 \$93.67 to \$94.15, 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) The Price reported in Table I, Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$93.86 to \$94.62, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff

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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.

- (3) 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.
- (4) 133,522 options granted March 4, 2014 at an exercise price of \$30.89 per option.
- (5) Each option vests on the third anniversary of the date of grant.
- (6) Each option expires on the tenth anniversary of the date of grant.  
178,587 options granted March 4, 2014 at an exercise price of \$30.89 per option; 159,954 options granted February 27, 2015 at an exercise price of \$46.09 per option; 187,667 options granted February 19, 2016 at an exercise price of \$41.83 per option; 170,163 options granted February 14, 2017 at an exercise price of \$55.02 per option; 133,070 options granted February 13, 2018 at an exercise price of \$73.24 per option; and 110,192 options granted February 12, 2019 at an exercise price of \$87.51.
- (7) 178,587 options granted March 4, 2014 at an exercise price of \$30.89 per option.  
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- (8) 178,587 options granted March 4, 2014 at an exercise price of \$30.89 per option.  
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- (9) 178,587 options granted March 4, 2014 at an exercise price of \$30.89 per option.  
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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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