Knupp Catherine A. Form 4 February 04, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

3235-0287 Number:

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Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

1. Title of

Security

(Instr. 3)

Security

or Exercise

(Print or Type Responses)

1. Name and Address of Reporting Person * Knupp Catherine A.

(Middle)

2. Issuer Name and Ticker or Trading Symbol

Zoetis Inc. [ZTS]

3. Date of Earliest Transaction

(Month/Day/Year) 01/31/2013

Director X_ Officer (give title

Issuer

10% Owner Other (specify

below) below) **Executive Vice President**

5. Relationship of Reporting Person(s) to

(Check all applicable)

GIRALDA FARMS (Street)

(First)

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

Code

Applicable Line)

6. Individual or Joint/Group Filing(Check

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

MADISON, NJ 07940

C/O PFIZER INC..., FIVE

(City) (State) (Zip)

(Month/Day/Year)

2. Transaction Date 2A. Deemed

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or

Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (T)

(Instr. 4) Transaction(s)

Ownership (Instr. 4)

(A)

(Instr. 3 and 4) Code V Amount (D) Price

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

any

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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 3. Transaction Date 3A. Deemed 4. 5. Number of Derivative Conversion (Month/Day/Year) Execution Date, if

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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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8 | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | | |
|----------------------------------|------------------------------------|------------|------------------|-----------|--|--------|-----|---------------------|--------------------|----------------------------|-------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (1) | \$ 26 | 01/31/2013 | | A | | 42,796 | | 01/31/2016 | 01/31/2023 | Class A Common Stock | 42,796 |
| Restricted Stock Units (2) | <u>(3)</u> | 01/31/2013 | | A | | 11,538 | | <u>(4)</u> | <u>(4)</u> | Class A Common Stock | 11,538 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Knupp Catherine A. C/O PFIZER INC., FIVE GIRALDA FARMS MADISON, NJ 07940

Executive Vice President

Signatures

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

02/04/2013

**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) Grant of stock option (right to buy Zoetis Inc. Class A Common Stock) pursuant to the Zoetis Inc. 2013 Equity and Incentive Plan. The option vests on the third anniversary of the date of grant.
- (2) Grant of restricted stock units pursuant to the Zoetis Inc. 2013 Equity and Incentive Plan. The units vest on the third anniversary of the date of the grant.
- (3) Each restricted stock unit represents a contingent right to receive one share of Zoetis Inc. Class A Common Stock.
- (4) Not applicable.

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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