Zoetis Inc. Form 4 March 07, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

| 1. Name and Address of Reporting Person * PECK KRISTIN C | | | 2. Issuer Name and Ticker or Trading Symbol Zoetis Inc. [ZTS] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|--|------------|----------|---|--|--|--|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | (Choon an apphonen) | | | |
| C/O ZOETIS II WAY | NC., 10 SY | LVAN | (Month/Day/Year) 03/04/2017 | Director 10% Owner _X_ Officer (give title Other (specify below) Executive Vice President | | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| PARSIPPANY, NJ 07054 | | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |

| (City) | (State) | (Zıp) Tabl | e I - Non-D | Derivative S | Securi | ities Acqu | iired, Disposed of | , or Beneficiall | ly 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. Securit or(A) or Dis (Instr. 3, 4 | sposed | of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code V | Amount | (D) | Price | (Instr. 3 and 4) | | |
| Common Stock (1) | 03/04/2017 | | M | 20,880 | A | <u>(1)</u> | 43,642 | D | |
| Common Stock | 03/04/2017 | | F | 8,112 | D | \$ 53.42 | 35,530 | D | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: Zoetis Inc. - Form 4

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) | orDerivative Securities Acquired (A) or | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|---|---|-------------|--|--------------------|---|--------------------------|
| | Security | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amoun Numbe Shares |
| Restricted Stock Unit | (1) | 03/04/2017 | | M | , | 20,880.3851 | (2) | (2) | Common Stock | 20,88 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PECK KRISTIN C C/O ZOETIS INC. 10 SYLVAN WAY PARSIPPANY, NJ 07054

Executive Vice President

Signatures

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

03/07/2017

**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) Acquisition of common stock upon vesting and settlement of restricted stock units (RSUs). Each RSU represents a right to receive one share of Zoetis Inc. common stock upon vesting of the RSU.
- Restricted stock units previously granted pursuant to the Zoetis Inc. 2013 Equity and Incentive Plan, and dividend equivalent units automatically issued thereon (each an "RSU" and collectively, "RSUs"). The RSUs vest as follows and are settled in Zoetis common stock upon vesting: 20,880.3851 RSUs vested on March 4, 2017; 9,547.2934 RSUs will vest on February 27, 2018; 10,842.2443 RSUs will vest on February 19, 2019; and 8,481 RSUs will vest on February 14, 2020.

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.

Reporting Owners 2