### Edgar Filing: Zoetis Inc. - Form 4

Zoetis Inc.										
Form 4										
April 16, 20	)14									
FORM	ЛД							PPROVAL		
	UNITED	STATES			AND EXCHAN( , D.C. 20549	GE COMMISSIO	N OMB Number:	3235-0287		
Check t				U	, 		Expires:	January 31,		
if no loi subject		MENT O	F CHAI	NGES IN	BENEFICIAL	<b>OWNERSHIP OF</b>	· ·	2005		
Section Form 4	16.		burden hou	Estimated average burden hours per response 0.5						
Form 5		rsuant to S	Section	16(a) of tl	ne Securities Exc	hange Act of 1934,	•	. 0.5		
obligati	ons Section 170					Act of 1935 or Secti				
may con See Inst	ntinue.	· /		•	t Company Act o					
1(b).										
(Print or Type	Responses)									
1. Name and Lewis Clin	Address of Reporting ton A. Jr.	Person <sup>*</sup>	2. Issue Symbol	er Name <b>an</b>	<b>d</b> Ticker or Trading	5. Relationship of Issuer	of Reporting Per	rson(s) to		
			•	Inc. [ZTS	1					
<b>(</b>				-	-	(Check all applicable)				
(Last)	(First) (	Middle)		of Earliest T	ransaction	<b>D</b>	10/			
	TIS INC 100 CAL	MPUS	(Month/ 04/15/2	Day/Year)		Director X Officer (gi	Director 10% Owner X Officer (give title Other (specify			
C/O ZOETIS INC., 100 CAMPUS 04/2 DRIVE			04/13/2	2014		below)	below) below)			
DRIVL						Execu	tive Vice Presid	lent		
				endment, D	ate Original	6. Individual or	6. Individual or Joint/Group Filing(Check			
				onth/Day/Yea	r)	Applicable Line)	Applicable Line) _X_ Form filed by One Reporting Person			
	ADADIZ NILOZOZ						More than One R			
FLOKHAN	M PARK, NJ 0793	52				Person		1 0		
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative Securitie	es Acquired, Disposed	of, or Beneficia	lly Owned		
1.Title of	2. Transaction Date	2A. Deemed Execution Date, if any (Month/Day/Year)		3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)		5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)					Securities	Form: Direct	Indirect		
(Instr. 3)						Beneficially Owned	(D) or Indirect (I)	Ownership		
		(Month Da	ay/ I cai)	(11301.0)	(Insu: 5, 4 and 5)	Following	(Instr. 4)	(Instr. 4)		
					(A)	Reported				
					(A) or	Transaction(s)				
				Code V		(Instr. 3 and 4)				

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	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of (Mo Derivative Security		(Month/Day/Year)	(Instr. 8) Acquired (A) Disposed of (I (Instr. 3, 4, an 5)				(D)				
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Unit <u>(1)</u>	<u>(2)</u>	04/15/2014		А		760.8685		(1)	<u>(1)</u>	Common Stock	245.1835	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Lewis Clinton A. Jr. C/O ZOETIS INC. 100 CAMPUS DRIVE FLORHAM PARK, NJ 07932			Executive Vice President					
Signatures								

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

04/16/2014

Date

\*\*Signature of Reporting Person

## **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). Accordings 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.