

Lewis Clinton A. Jr.
 Form 4
 January 16, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Lewis Clinton A. Jr.

(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)
 01/14/2019

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)

Executive Vice President

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	01/14/2019		M	3,567 A \$ 26	48,070	D	
Common Stock	01/14/2019		S	6,125 D \$ 85.21	41,945	D	

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

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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 of Underlying Securities (Instr. 3 and 4)
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								Amount or Number of Shares	Price of Underlying Securities
Stock Option <u>(2)</u>	<u>(3)</u>	01/14/2019		M	3,567	<u>(4)</u> <u>(5)</u>	Common Stock	3,567	\$

Reporting Owners

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

Signatures

/s/ Katherine H. Walden, as
Attorney-in-Fact 01/16/2019

 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 the price at which these shares were sold in multiple transactions.

(2) Stock options (right to buy Zoetis Inc. common stock) granted pursuant to the Zoetis Inc. 2013 Equity and Incentive Plan. Each option vests on the third anniversary of the date of grant.

(3) 3,567 options granted January 31, 2013 at an exercise price of \$26.00 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) 39,229 options granted January 31, 2013 at an exercise price of \$26.00 per option; 46,816 options granted March 4, 2014 at an exercise price of \$30.89 per option; 28,563 options granted February 27, 2015 at an exercise price of \$46.09 per option; 35,746 options granted February 19, 2016 at an exercise price of \$41.83 per option; 32,634 options granted February 14, 2017 at an exercise price of \$55.02 per option; and 24,642 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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