Zoetis Inc. Form 4 March 06, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * Alaix Juan Ramon

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

03/04/2014

Zoetis Inc. [ZTS]

_X__ Director 10% Owner X_ Officer (give title Other (specify

(Check all applicable)

C/O ZOETIS INC., 100 CAMPUS DRIVE

(Street)

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

Chief Executive Officer 6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

FLORHAM PARK, NJ 07932

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code 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)

Transaction(s)

Ownership (Instr. 4) (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.

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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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative 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	Disposed of (Instr. 3, 4, 5)	f (D)				
				Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	<u>(2)</u>	03/04/2014		A	80,932		(3)	<u>(4)</u>	Common Stock	80,932
Stock Option (5)	<u>(6)</u>	03/04/2014		A	312,109		<u>(7)</u>	(8)	Common Stock	312,109

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
Alaix Juan Ramon C/O ZOETIS INC. 100 CAMPUS DRIVE FLORHAM PARK, NJ 07932	X		Chief Executive Officer				

Signatures

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

03/06/2014

**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).
 - Restricted stock units granted pursuant to the Zoetis Inc. 2013 Equity and Incentive Plan. The restricted stock units vest as follows:
- (1) 11,223 restricted stock units will vest on February 23, 2015; 76,923 restricted stock units will vest on January 31, 2016; and 80,932 restricted stock units will vest on March 4, 2017.
- (2) Each restricted stock unit represents a contingent right to receive one share of Zoetis Inc. common stock.
- (3) Each restricted stock unit will be settled in shares of Zoetis Inc. common stock upon vesting.
- (4) Not applicable.
- (5) 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.
- (6) 285,306 options granted January 31, 2013 at an exercise price of \$26.00 per option; 312,109 options granted March 4, 2014 at an exercise price of \$30.89 per option.
- (7) Each option vests on the third anniversary of the date of grant.
- (8) Each option expires on the tenth anniversary of the date of grant.

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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