Zoetis Inc. Form 4 June 28, 2016

FORM 4

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

Check this box

if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue.

See Instruction

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(b).

1. Name and Address of Reporting Person * STEERE WILLIAM C JR

(First) (Middle) (Last)

C/O ZOETIS INC., 100 CAMPUS DRIVE

FLORHAM PARK, NJ 07932

(Street)

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

Zoetis Inc. [ZTS]

(Month/Day/Year)

06/27/2016

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer Symbol

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check

below)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

(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. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

Reported (A) Transaction(s) or (Instr. 3 and 4)

5. Amount of Securities Beneficially Owned Following

6. Ownership Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

7. Nature of Indirect Ownership

(Instr. 4)

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 Conversion Security or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)



(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) Disposed of (Instr. 3, 4, at 5)	(D)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Unit (1)	<u>(2)</u>	06/27/2016		A		550.4183		<u>(3)</u>	<u>(3)</u>	Common Stock	550.4183

Reporting Owners

Reporting Owner Name / Address	Relationships						
Toporting o where the control of the	Director	10% Owner	Officer	Other			
STEERE WILLIAM C JR							
C/O ZOETIS INC.	X						
100 CAMPUS DRIVE							
FLORHAM PARK, NJ 07932							

Signatures

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

06/28/2016

**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).
- These phantom stock units were acquired pursuant to the Zoetis Non-Employee Director Deferred Compensation Plan and represent the (1) director's deferral of all or a portion of his or her cash retainer fees invested in the Zoetis stock fund (including dividend equivalents thereon).
- (2) Each phantom stock unit represents one share of Zoetis Inc. common stock.
- These phantom stock units will be settled in cash following the 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.

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. style="border:none">Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).(1)On June 1, 2015, 17,685 restricted share units held by a grantor retained annuity trust, of which Mr. Kelly is the annuitant beneficiary and his wife, Joelle Kelly, is the trustee, vested. As allowed under the terms of Mr. Kelly's restricted share unit agreement, the Company withheld 9,872 of the shares otherwise deliverable to the trust in order to satisfy the resulting tax withholding obligation.(2)Following the transactions reported on this Form 4, Mr. Kelly indirectly owned, through a grantor retained annuity trust of which Mr. Kelly is the annuitant beneficiary and his wife, Joelle Kelly, is the trustee, (a) 380,998 shares of the Company's common stock and (b) 229,905 restricted share units, each representing the right to receive a share of the Company's common stock.(3)Mr. Kelly directly owns (a) 577,472 shares of the Company's common stock and (b) 736,232 performance shares, each representing the right to receive one share of the Company's common stock.(4)These securities are held by a grantor retained annuity trust, of which Mr. Kelly is the annuitant beneficiary and his wife, Joelle Kelly, is the trustee.(5)ASAC II LLC is the general partner of ASAC II LP. Robert A. Kotick and Mr. Kelly are the managers of ASAC II LLC. Mr. Kelly disclaims beneficial ownership of the Company's common stock held by ASAC II LP except to the extent of his pecuniary interest therein.

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Reporting Owners 2

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