PFIZER INC Form 4 July 03, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

0.5

January 31, Expires: 2005

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obligations may continue.

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).

(Last)

(Instr. 3)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * WAXMAN ALLEN P

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First)

PFIZER INC [PFE]

(Month/Day/Year)

3. Date of Earliest Transaction

(Check all applicable)

PFIZER INC. ATT: CORPORATE

06/29/2007

(Middle)

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

below) Senior Vice President

SECRETARY, 235 EAST 42ND **STREET**

(Street)

4. If Amendment, Date Original

Code

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

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

NEW YORK, NY 10017

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed Security

3. 4. Securities 5. Amount of (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities

Disposed of (D)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of

(I)

(Instr. 4)

Form: Direct

Indirect

Ownership

(Instr. 4)

(D) or Indirect Beneficial

(Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) Owned Following Reported (A) or

Transaction(s) (Instr. 3 and 4)

Beneficially

Code V Amount (D) Price

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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 1. Title of 5. 6. Date Exercisable and 7. Title and Amount of 8. Price of (Month/Day/Year) Execution Date, if TransactionNumber **Expiration Date** Underlying Securities Derivative Conversion

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Security (Instr. 3)	or Exercise Price of Derivative Security	•	any (Month/Day/Year)	Code (Instr. 8)	Se	erivativ curities equired	s	(ear)	(Instr. 3 and 4	1)	Security (Instr. 5)
	Security				(A Di of (Ir	or sposed (D) astr. 3, and 5)	ı				
				Code '	V (A	A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	06/29/2007		A	50)	<u>(2)</u>	(2)	Common Stock	50	\$ 25.57

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WAXMAN ALLEN P PFIZER INC. ATT: CORPORATE SECRETARY 235 EAST 42ND STREET NEW YORK, NY 10017

Senior Vice President

Signatures

SSP

By: Lawrence A. Fox, by power of atty. 07/03/2007

**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) Each unit represents one phantom share of common stock.

These units, which were acquired pursuant to the Pfizer Inc. Nonfunded Deferred Compensation and Supplemental Savings Plan, are

(2) settled in cash following the reporting person's separation from service and may be transferred by the reporting person into an alternative investment account 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.

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