Zoetis Inc. Form 4 February 16, 2017

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

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * David Glenn

Symbol

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

below)

(Last)

(City)

(Instr. 3)

(First)

(Street)

(State)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 02/14/2017

Zoetis Inc. [ZTS]

Director X_ Officer (give title

10% Owner Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

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C/O ZOETIS INC., 10 SYLVAN

WAY

4. If Amendment, Date Original

Filed(Month/Day/Year)

Chief Financial 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

below)

PARSIPPANY, NJ 07054

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

(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 8. 1 **Underlying Securities** De (Instr. 3 and 4) Sec

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	<u>(2)</u>	02/14/2017		A		8,481		(3)	<u>(4)</u>	Common Stock	8,481	\$
Stock Option (6)	<u>(7)</u>	02/14/2017		A		32,634		<u>(8)</u>	<u>(9)</u>	Common	32,634	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

David Glenn C/O ZOETIS INC. 10 SYLVAN WAY PARSIPPANY, NJ 07054

Chief Financial Officer

Signatures

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

02/16/2017

**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).

automatically issued thereon (each an "RSU" and collectively, "RSUs"). Restricted stock units vest and are settled in shares of Zoetis common stock on the third anniversary of the date of grant, subject to the reporting person's continued service through such vesting date and subject to earlier vesting and settlement upon certain specific events. Dividend equivalent units vest and are settled in shares of Zoetis common stock on the third anniversary of the date of grant of the underlying restricted stock units, subject to the reporting person's continued service through such vesting date and subject to earlier vesting and settlement upon certain specific events.

Represents restricted stock units granted pursuant to the Zoetis Inc. 2013 Equity and Incentive Plan, and dividend equivalent units

- (2) Each RSU represents a contingent right to receive one share of Zoetis Inc. common stock.
- (3) Each RSU will vest and be settled in shares of Zoetis Inc. common stock on the third anniversary of the date of grant, subject to the reporting person's continued service through such vesting date and subject to earlier vesting and settlement upon certain specific events.
- (4) Not applicable.
 - The RSUs vest as follows: 4,349.3123 RSUs will vest on March 4, 2017; 4,308.6685 RSUs will vest on September 2, 2017; 1,982.3760
- (5) RSUs will vest on February 27, 2018; 2,208.3627 RSUs will vest on February 19, 2019; 5,387.8779 RSUs will vest on August 22, 2019; 2,991.8093 will vest on December 6, 2019; and 8,481 RSUs will vest on February 14, 2020.
- (6) 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.

(7)

Reporting Owners 2

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16,385 options granted March 4, 2014 at an exercise price of \$30.89 per option; 7,712 options granted February 27, 2015 at an exercise price of \$46.09 per option; 8,191 options granted February 19, 2016 at an exercise price of \$41.83; 21,301 options granted August 22, 2016 at an exercise price of \$51.23 per option; 11,144 options granted December 6, 2016 at an exercise price of \$50.22 per option; and 32,634 options granted February 14, 2017 at an exercise price of \$55.02 per option.

- (8) Each option vests on the third anniversary of the date of grant.
- (9) 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.