

Fenton Andrew
 Form 4
 February 21, 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 *
 Fenton Andrew

(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)
 02/19/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ 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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| Common Stock ⁽¹⁾ | 02/19/2019 | | M | 3,865 | A | 11 | 30,845 | D |
| Common Stock | 02/19/2019 | | F | 1,348 | D | \$ 94.91 | 29,497 | D |
| Common Stock ⁽²⁾ | 02/19/2019 | | M | 6,442 | A | 12 | 35,939 | D |
| Common Stock | 02/19/2019 | | F | 2,207 | D | \$ 94.91 | 33,732 | D |

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

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(9-02)

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 Security (Instr. 3 and 4) | Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|------------|--|-----------------|---|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Restricted Stock Unit ⁽³⁾ | <u>(1)</u> | 02/19/2019 | | M | | 3,865.458 | <u>(3)</u> | <u>(3)</u> | Common Stock | 3,865.458 |
| Performance Award Unit ⁽⁴⁾ | <u>(2)</u> | 02/19/2019 | | M | | 6,442.0896 | <u>(4)</u> | <u>(4)</u> | Common Stock | 6,442.0896 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fenton Andrew C/O ZOETIS INC. 10 SYLVAN WAY PARSIPPANY, NJ 07054 | | | Executive Vice President | |

Signatures

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

02/21/2019

**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) Acquisition of common stock upon vesting and settlement of restricted stock units (RSUs). Each RSU represents a right to receive one share of Zoetis Inc. common stock upon vesting of the RSU.
- (2) Acquisition of common stock upon vesting and settlement of performance award units. Each performance award unit represents a right to receive one share of Zoetis Inc. common stock upon vesting of the performance award unit.

- (3) Restricted stock units previously granted pursuant to the Zoetis Inc. 2013 Equity and Incentive Plan, and dividend equivalent units automatically issued thereon (each an "RSU" and collectively, "RSUs"). The RSUs vest as follows and are settled in Zoetis common stock upon vesting: 3,865.4580 RSUs vested on February 19, 2019; 991.7401 RSUs will vest on August 22, 2019; 3,031.3841 RSUs will vest on December 6, 2019; 4,296.0854 RSUs will vest on February 14, 2020; 3,663.0436 RSUs will vest on February 13, 2021; and 3,428.0000 RSUs will vest on February 12, 2022.

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- Performance award units having a three-year performance period covering 2016-2018 previously granted pursuant to the Zoetis Inc. 2013 Equity and Incentive Plan, and dividend equivalent units automatically issued thereon. The performance award units reported herein were
- (4) deemed acquired on February 12, 2019, which is the date the Zoetis Compensation Committee certified the level of achievement of the applicable performance goal for these performance award units. The performance award units (and dividend equivalent units issued thereon) vested on February 19, 2019 and were settled in shares of Zoetis common stock.

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.