Chen Heidi C. Form 4 February 15, 2018

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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 * Chen Heidi C.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

below)

(Last)

(City)

(Instr. 3)

Zoetis Inc. [ZTS]

(Check all applicable)

(First)

(Street)

(State)

(Month/Day/Year)

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

C/O ZOETIS INC., 10 SYLVAN

02/13/2018

below) **Executive Vice President**

WAY

4. If Amendment, Date Original

(Instr. 8)

3. Date of Earliest Transaction

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 Person

PARSIPPANY, NJ 07054

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(Instr. 3, 4 and 5)

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

Execution Date, if

(Month/Day/Year)

(Middle)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (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 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amoun Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Underlying Securiti Code Security or Exercise Securities Acquired (Month/Day/Year) (Instr. 3 and 4) any

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	(A) or Disposed (D) (Instr. 3, 4, and					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Share
Restricted Stock Unit (1)	(2)	02/13/2018		A	5,233		<u>(3)</u>	<u>(4)</u>	Common Stock	5
Stock Option (6)	<u>(7)</u>	02/13/2018		A	18,892		(8)	<u>(9)</u>	Common Stock	18
Performance Award Unit	(11)	02/13/2018		A	8,636.2186		(12)	<u>(4)</u>	Common Stock	8,63

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Chen Heidi C. C/O ZOETIS INC. 10 SYLVAN WAY PARSIPPANY, NJ 07054

Executive Vice President

Signatures

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

02/15/2018

**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.
- (5) The RSUs vest as follows: 5,915.2883 RSUs will vest on February 27, 2018; 7,682.2819 RSUs will vest on February 19, 2019; 6,404.5958 RSUs will vest on February 14, 2020; and 5,233 RSUs will vest on February 13, 2021.
- (6) Stock option (right to buy Zoetis Inc. common stock) granted pursuant to the Zoetis Inc. 2013 Equity and Incentive Plan. The option vests on the third anniversary of the date of grant.
- (7) 37,453 options granted March 4, 2014 at an exercise price of \$30.89 per option; 22,850 options granted February 27, 2015 at an exercise price of \$46.09 per option; 28,299 options granted February 19, 2016 at an exercise price of \$41.83 per option; 24,475 options granted

Reporting Owners 2

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February 14, 2017 at an exercise price of \$55.02 per option; and 18,892 options granted February 13, 2018 at an exercise price of \$73.24 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.
 - Represents performance award units with a three-year performance period covering 2015-2017 that were 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 deemed acquired on February 13, 2018, 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) will vest and be settled in shares of Zoetis common stock on February 27, 2018, subject to the reporting person's continued service through such vesting date and subject to earlier vesting and settlement upon certain specific events.
- (11) Each performance award unit represents a contingent right to receive one share of Zoetis Inc. common stock.
- (12) Each performance award unit will vest and be settled in shares of Zoetis Inc. common stock on February 27, 2018, subject to the reporting person's continued service through such vesting date and subject to earlier vesting and settlement upon certain specific events.

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.