

Zoetis Inc.  
Form 4  
March 06, 2014

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**PECK KRISTIN C**

(Last) (First) (Middle)

**C/O ZOETIS INC., 100 CAMPUS DRIVE**

(Street)

**FLORHAM PARK, NJ 07932**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Zoetis Inc. [ZTS]**

3. Date of Earliest Transaction (Month/Day/Year)  
**03/04/2014**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

**Executive Vice President**

6. Individual or Joint/Group Filing (Check Applicable Line)

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 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)  | 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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SEC 1474 (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. I |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|------|

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| (Instr. 3)                       | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|----------------------------------|------------------------------|------------------|------------|---|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|
| Restricted Stock Unit <u>(1)</u> | <u>(2)</u>                   | 03/04/2014       | A          | 20,394  |      |   |     |     | <u>(3)</u>       | <u>(4)</u>      | Common Stock | 20,394 \$                  |
| Stock Option <u>(5)</u>          | <u>(6)</u>                   | 03/04/2014       | A          | 78,651  |      |   |     |     | <u>(7)</u>       | <u>(8)</u>      | Common Stock | 78,651                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships   |
|---|---|
| PECK KRISTIN C<br>C/O ZOETIS INC.<br>100 CAMPUS DRIVE<br>FLORHAM PARK, NJ 07932 | Director 10% Owner Officer<br>Executive Vice President<br>Other |

## Signatures

/s/ Katherine H. Walden, as  
Attorney-in-Fact  
03/06/2014  
Date

\_\_Signature of Reporting Person

## 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).
- Restricted stock units granted pursuant to the Zoetis Inc. 2013 Equity and Incentive Plan. The restricted stock units vest as follows:
- (1) 10,793 restricted stock units will vest on February 23, 2015; 21,538 restricted stock units will vest on January 31, 2016; 20,475 restricted stock units will vest on August 15, 2016; 20,394 restricted stock units will vest on March 4, 2017.
  - (2) Each restricted stock unit represents a contingent right to receive one share of Zoetis Inc. common stock.
  - (3) Each restricted stock unit will be settled in shares of Zoetis Inc. common stock upon vesting.
  - (4) Not applicable.
  - (5) Stock options (right to buy Zoetis Inc. common stock) granted pursuant to the Zoetis Inc. 2013 Equity and Incentive Plan. Each option vests on the third anniversary of the date of grant.
  - (6) 79,885 options granted January 31, 2013 at an exercise price of \$26.00 per option; 78,651 options granted March 4, 2014 at an exercise price of \$30.89 per option.
  - (7) Each option vests on the third anniversary of the date of grant.
  - (8) 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.