

GRAY III WILLIAM H
Form 4
July 02, 2009

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
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

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*
GRAY III WILLIAM H

2. Issuer Name and Ticker or Trading
Symbol
PFIZER INC [PFE]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

PFIZER INC. ATT: CORPORATE
SECRETARY, 235 EAST 42ND
STREET

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2009

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

(Street)

NEW YORK, NY 10017

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
\_\_X\_\_ Form filed by One Reporting Person
\_\_\_ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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

Table with 7 columns: 1. Title of Security, 2. Transaction Date, 2A. Deemed Execution Date, 3. Transaction Code, 4. Securities Acquired or Disposed of (Instr. 3, 4 and 5), 5. Amount of Securities Beneficially Owned Following Reported Transaction(s), 6. Ownership Form: Direct (D) or Indirect (I), 7. Nature of Ownership. Includes entries for Common Stock.

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

Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.

SEC 1474
(9-02)

## Edgar Filing: GRAY III WILLIAM H - Form 4

**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 Securities (Instr. 3 and 4) | 8. Price per Share of Underlying Securities (Instr. 3 and 4) | 9. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares    |
| Phantom Stock Units (1)                    | (2)  | 07/01/2009                           |  | M                              | 23,237  | (1)  | (1)   | Common Stock   | 23,237                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| GRAY III WILLIAM H<br>PFIZER INC. ATT: CORPORATE SECRETARY<br>235 EAST 42ND STREET<br>NEW YORK, NY 10017 | X             |           |         |       |

## Signatures

By: Lawrence A. Fox, by power of atty. 07/02/2009  
\_\_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).

As disclosed in the Company's Proxy Statement in connection with its 2009 Annual Meeting of Shareholders, the transactions that are reported in this Form 4 were effected pursuant to an election made by the reporting person in December 2008 under Section 409A of the Internal Revenue Code ("Section 409A"). Section 409A provided a one-time opportunity to accelerate the payment of compensation that had been deferred in 2005 through 2008 (together with any related earnings). The transactions reported herein consist of the acceleration of the payment, in cash, of compensation that had been deferred by the reporting person in 2005 through 2008 (including dividend equivalents thereon) under certain plans for non-employee directors.

(1) Each unit represents one phantom share of 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.