

SIMMONS DAVID S
Form 4
February 28, 2011

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 *
SIMMONS DAVID S

(Last) (First) (Middle)

PFIZER INC. ATTN. CORP.
SECRETARY, 235 EAST 42ND
STREET

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/24/2011

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)
Business Unit 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/24/2011		A		37,057 (1)	A	\$ 0 132,831 D
Common Stock	02/24/2011		A		1,731 (2)	A	\$ 0 134,562 D
Common Stock	02/24/2011		F		628 (3)	D	\$ 18.9 133,934 D
Common Stock							1,739 I By Rule 16b-3 Plan

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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Appreciation Rights	\$ 18.9	02/24/2011		A	163,551	02/24/2016 ⁽⁴⁾	02/24/2016 ⁽⁴⁾	Common Stock
Stock Appreciation Rights	\$ 18.9	02/24/2011		A	135,397	02/24/2018 ⁽⁵⁾	02/24/2018 ⁽⁵⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIMMONS DAVID S PFIZER INC. ATTN. CORP. SECRETARY 235 EAST 42ND STREET NEW YORK, NY 10017			Business Unit President	

Signatures

Lawrence A. Fox, by power of atty., for David S. Simmons 02/28/2011

**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) The reported transaction constitutes the grant of restricted stock units, which are subject to certain vesting requirements.
- (2) The reported transaction constitutes the earn-out of Performance Share Awards (including dividend equivalents thereon).
- (3) The reported transaction constitutes the withholding of shares to satisfy tax obligations upon the earn-out of Performance Share Awards (including dividend equivalents thereon).
- (4) The stock appreciation rights, which are subject to certain vesting requirements, will be settled in shares of Pfizer common stock on the fifth anniversary of the date of grant.

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- (5) The stock appreciation rights, which are subject to certain vesting requirements, will be settled in shares of Pfizer common stock on the seventh 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.