

Zoetis Inc.
Form 3
August 24, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| David Glenn | | (Month/Day/Year) | Zoetis Inc. [ZTS] | |
| (Last) | (First) | (Middle) | 08/19/2016 | |
| ZOETIS INC., 100 CAMPUS DRIVE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | | (Check all applicable) |
| FLORHAM PARK, NJ 07932 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Financial Officer | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 4,240 | D | ^ |
| Common Stock ⁽¹⁾ | 2,360.5164 ⁽¹⁾ | I | 401(k) |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |
|--------------------------------------|-------------------|-------------------|--------------|----------------------------|---------------------|---|
| Phantom Stock Unit ⁽²⁾ | Â ⁽²⁾ | Â ⁽²⁾ | Common Stock | 2,321.859 ⁽²⁾ | \$ ⁽³⁾ | D Â |
| Restricted Stock Unit ⁽⁴⁾ | Â ⁽⁵⁾ | Â ⁽⁶⁾ | Common Stock | 12,798.9309 ⁽⁷⁾ | \$ ⁽⁸⁾ | D Â |
| Stock Option ⁽⁹⁾ | Â ⁽¹⁰⁾ | Â ⁽¹¹⁾ | Common Stock | 32,288 ⁽¹²⁾ | \$ ⁽¹²⁾ | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| David Glenn ZOETIS INC. 100 CAMPUS DRIVE FLORHAM PARK, NJ 07932 | Â | Â | Â Chief Financial Officer | Â |

Signatures

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

08/24/2016

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents the common stock equivalents held in the Zoetis Inc. Savings Plan, a 401(k) plan.
Represents 7,274.3269 phantom stock units. These phantom stock units, which were acquired pursuant to the Zoetis Supplemental Savings Plan, are settled in cash following the reporting person's separation from service and may be transferred by the reporting person into an alternative investment fund at any time, provided Zoetis may limit the timing, frequency and permissibility of transfers from one investment fund to another at any time.
- (2) Each phantom stock unit represents a fraction of a phantom share of Zoetis common stock, plus a small amount of cash-equivalent investments (the cash-equivalent investments typically represent around 5% of the total value of the phantom stock unit). Accordingly, the value of each phantom stock unit is determined by reference to the market value of Zoetis common stock and the value of the cash-equivalent investments.
- (3) Represents restricted stock units granted pursuant to the Zoetis Inc. 2013 Equity and Incentive Plan, and dividend equivalent units 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.
- (4) 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.
- (5) Not applicable.
- (6)
- (7)

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The RSUs vest as follows: 4,332.4588 RSUs will vest on March 4, 2017; 4,291.9725 RSUs will vest on September 2, 2017; 1,974.6943 RSUs will vest on February 27, 2018; and 2,199.8053 RSUs will vest on February 19, 2019.

- (8) Each RSU represents a contingent right to receive one share of Zoetis Inc. common stock.
- (9) Stock options (right to buy Zoetis Inc. common stock) granted pursuant to the Zoetis Inc. 2013 Equity and Incentive Plan. The options vest on the third anniversary of the date of grant.
- (10) Each option vests on the third anniversary of the date of grant.
- (11) Each option expires on the tenth anniversary of the date of grant.
- (12) 16,385 options granted March 4, 2014 at an exercise price of \$30.89 per option; 7,712 options granted February 27, 2015 at an exercise price of \$46.09 per option; and 8,191 options granted February 19, 2016 at an exercise price of \$41.83.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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