## Edgar Filing: Zoetis Inc. - Form 4

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Form 4									
October 14, 2015 <b>FORM 4</b> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	N OMB Number: Expires: Estimated burden hou response	Number:3235-0287Expires:January 31, 2005Estimated average burden hours per response0.5							
(Print or Type Responses)									
1. Name and Address of Reporting Herendeen Paul	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol Zoetis Inc. [ZTS]			5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (A		of Earliest Ti			(Cho	(Check all applicable)			
C/O ZOETIS INC., 100 CAN DRIVE	•	/Ionth/Day/Year) D/13/2015			below)	X Officer (give title Other (specify			
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)				ป	<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
FLORHAM PARK, NJ 0793	32				Person	More than One K	eporting		
(City) (State)	(Zip) Tak	ole I - Non-I	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly 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) Code V	Disposed (Instr. 3, 4	(A) or of (D)	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 Indirect Beneficial Ownership (Instr. 4)		

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.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	or Dispos (D)	(Instr. 3, 4,				(1
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Unit <u>(1)</u>	<u>(2)</u>	10/13/2015		А	581.61		(1)	<u>(1)</u>	Common Stock	186.0822

## **Reporting Owners**

Attorney-in-Fact

Reporting Owner Name / Address	Relationships						
reporting o when reality read on	Director	10% Owner	Officer	Other			
Herendeen Paul C/O ZOETIS INC. 100 CAMPUS DRIVE FLORHAM PARK, NJ 07932			Exec. V.P. and CFO				
Signatures							
/s/ Katherine H. Walden, as							

<u>\*\*Signature of Reporting Person</u>
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).

10/14/2015

Date

These phantom stock units, which were acquired pursuant to the Zoetis Supplemental Savings Plan, are settled in cash following the (1) 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.

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.