

MACKAY MARTIN
Form 4
March 02, 2009

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 *
MACKAY MARTIN

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)
02/26/2009

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

Senior Vice President

(Street)

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

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

NEW YORK, NY 10017

(City) (State) (Zip)

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 | 02/26/2009 | | A | | 99,868 (1) | A | \$ 0 266,304 D |
| Common Stock | 02/26/2009 | | A | | 37,114 (2) | A | \$ 0 303,418 D |
| Common Stock | 02/26/2009 | | F | | 5,837 | D | \$ 12.7 297,581 D |
| Common Stock | | | | | | | 11,586 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Phantom Stock Units | (3) | 02/26/2009 | | A | 4,234 | (4) (4) | Common Stock |
| Stock Appreciation Rights | \$ 12.7 | 02/26/2009 | | A | 83,955 | 02/26/2014(5) 02/26/2014(5) | Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MACKAY MARTIN
PFIZER INC. ATT: CORPORATE SECRETARY
235 EAST 42ND STREET
NEW YORK, NY 10017

Senior Vice President

Signatures

By: Lawrence A. Fox, by power of atty. 03/02/2009

**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).
- (1) The reported transaction constitutes the grant of restricted stock units.
- (2) The reported transaction constitutes the earn-out of Performance-Contingent Shares and Performance Shares.
- (3) Each unit represents one phantom share of common stock.
- (4)

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Units represent incentive compensation that has been deferred. Units will be settled in cash following separation from service.

(5) The stock appreciation rights will be settled in shares of Pfizer common stock on the fifth 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.

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