

Alaix Juan Ramon
Form 4
February 21, 2019

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 *
Alaix Juan Ramon

(Last) (First) (Middle)
C/O ZOETIS INC., 10 SYLVAN WAY
(Street)

PARSIPPANY, NJ 07054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Zoetis Inc. [ZTS]

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2019

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)
Chief Executive Officer

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title Underlying (Instr.)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	V	(Instr. 3, 4, and 5) (A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Unit	<u>(1)</u>	02/19/2019	M			51,270.1685	<u>(2)</u>	<u>(2)</u>	Com St
Deferred Stock Unit <u>(4)</u>	<u>(5)</u>	02/19/2019	A		51,270.1685		<u>(2)</u>	<u>(2)</u>	Com St
Performance Award Unit	<u>(6)</u>	02/19/2019	M			85,442.4512	<u>(7)</u>	<u>(7)</u>	Com St
Deferred Stock Unit <u>(4)</u>	<u>(5)</u>	02/19/2019	A		85,442.4512		<u>(7)</u>	<u>(7)</u>	Com St

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Alaix Juan Ramon C/O ZOETIS INC. 10 SYLVAN WAY PARSIPPANY, NJ 07054	X		Chief Executive Officer	

Signatures

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

02/21/2019

 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).

Vesting of restricted stock units ("RSUs") granted pursuant to the Zoetis Inc. 2013 Equity and Incentive Plan, and dividend equivalent units automatically issued thereon. Each RSU represents a right to receive one share of Zoetis Inc. common stock upon vesting of the RSU.

(2) Upon the vesting of the reporting person's restricted stock units on 2/19/2019, the reporting person received 51,270.1685 deferred stock units ("DSUs") pursuant to a voluntary deferral under the Zoetis Equity Deferral Plan. The DSUs are fully vested and will be settled in shares of Zoetis common stock in the January following the reporting person's termination of employment from Zoetis.

(3) The RSUs vest as follows: 44,811.0081 RSUs will vest on February 14, 2020; 37,098.3808 RSUs will vest on February 13, 2021; and 27,425.0000 RSUs will vest on February 12, 2022.

(4) Represents DSUs received pursuant to the Zoetis Equity Deferral Plan. DSUs are fully vested and are settled, together with dividend equivalent units automatically issued thereon, in shares of Zoetis common stock in the January following the reporting person's termination of employment from Zoetis.

(5) Each DSU represents the right to receive one share of Zoetis Inc. common stock in accordance with the terms of the Zoetis Equity Deferral Plan.

(6) Vesting of performance award units granted pursuant to the Zoetis Inc. 2013 Equity and Incentive Plan, and dividend equivalent units automatically issued thereon. Each performance award unit represents a contingent right to receive one share of Zoetis Inc. common stock.

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- Upon the vesting of the reporting person's performance award units on 2/19/2019, the reporting person received 85,442.4512 DSUs
- (7) pursuant to a voluntary deferral under the Zoetis Equity Deferral Plan. The DSUs are fully vested and will be settled in shares of Zoetis common stock in the January following the reporting person's termination of employment from Zoetis.

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.