PFIZER INC Form 4 September 02, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

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

See Instruction

1(b).

(Last)

(City)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * **MACKAY MARTIN**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

(Zip)

PFIZER INC [PFE]

3. Date of Earliest Transaction

(Check all applicable)

Senior Vice President

PFIZER INC. ATT: CORPORATE

(Street)

(State)

(First)

(Month/Day/Year) 08/29/2008

Director X_ Officer (give title below)

Other (specify

10% Owner

SECRETARY, 235 EAST 42ND **STREET**

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10017

1. Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year) Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

(A)

or

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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.

SEC 1474 (9-02)

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

3. Transaction Date 3A. Deemed 1. Title of

5. 6. Date Exercisable and **Expiration Date**

7. Title and Amount of 8. Price of

(Month/Day/Year) Execution Date, if TransactionNumber Underlying Securities Derivative Derivative Conversion

Edgar Filing: PFIZER INC - Form 4

Code

of

(Month/Day/Year)

(Instr. 3 and 4)

Security

(Instr. 3)	Price of Derivative Security	(Month/Day/Year	r) (Instr. 8)	Deriva Securit Acquir (A) or Dispos of (D) (Instr. 2	ies ed ed 3,	(1 car)	(iiisu. 3 and s	*)	(Instr. 5)
			Code V	(A) (A	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	08/29/2008	A	89	(2)	(2)	Common Stock	89	\$ 19.11

Reporting Owners

or Exercise

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

Security

SSP

By: Lawrence A. Fox, by power of atty. 09/02/2008

**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) Each unit represents one phantom share of common stock.

These units, which were acquired pursuant to the Pfizer Inc. Nonfunded Deferred Compensation and Supplemental Savings Plan, are

(2) settled in cash following the reporting person's separation from service and may be transferred by the reporting person into an alternative investment account at any time.

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.

Reporting Owners 2