

Trawicki Roman  
Form 4  
February 14, 2019

**FORM 4**

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

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

**OMB APPROVAL**

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Trawicki Roman

(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)  
02/12/2019

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify  
below)

Executive Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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 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)
			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)**

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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Unit <u>(1)</u>	<u>(2)</u>	02/12/2019	A		3,428		<u>(3)</u>	<u>(4)</u>	Common Stock	3,4
Stock Option <u>(6)</u>	<u>(7)</u>	02/12/2019	A		13,774		<u>(8)</u>	<u>(9)</u>	Common Stock	13,7
Performance Award Unit (10)	<u>(11)</u>	02/12/2019	A		8,137.376		<u>(12)</u>	<u>(4)</u>	Common Stock	8,137

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Trawicki Roman C/O ZOETIS INC. 10 SYLVAN WAY PARSIPPANY, NJ 07054	Executive Vice President

## Signatures

/s/ Katherine H. Walden, as  
Attorney-in-Fact 02/14/2019  
\_\_\_\_\_  
\*\*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).
- (1) 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.
- (2) Each RSU represents a contingent right to receive one share of Zoetis Inc. common stock.
- (3) 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.
- (4) Not applicable.
- (5) The RSUs vest as follows: 4,882.6301 RSUs will vest on February 19, 2019; 4,296.0854 RSUs will vest on February 14, 2020; 3,663.0436 RSUs will vest on February 13, 2021; and 3,428.0000 RSUs will vest on February 12, 2022.
- (6) 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.
- (7) 17,873 options granted February 19, 2016 at an exercise price of \$41.83 per option; 16,317 options granted February 14, 2017 at an exercise price of \$55.02 per option; 13,142 options granted February 13, 2018 at an exercise price of \$73.24 per option; and 13,774

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options granted February 12, 2019 at an exercise price of \$87.51.

- (8) Each option vests on the third anniversary of the date of grant.
- (9) Each option expires on the tenth anniversary of the date of grant.

- Represents performance award units with a three-year performance period covering 2016-2018 that were granted pursuant to the Zoetis Inc. 2013 Equity and Incentive Plan, and dividend equivalent units automatically issued thereon. The performance award units reported herein were deemed acquired on February 12, 2019, which is the date the Zoetis Compensation Committee certified the level of achievement of the applicable performance goal for these performance award units. The performance award units (and dividend equivalent units issued thereon) will vest and be settled in shares of Zoetis common stock on February 19, 2019, subject to the reporting person's continued service through such vesting date and subject to earlier vesting and settlement upon certain specific events.
- (10)
  - (11) Each performance award unit represents a contingent right to receive one share of Zoetis Inc. common stock.
  - (12) Each performance award unit will vest and be settled in shares of Zoetis Inc. common stock on February 19, 2019, subject to the reporting person's continued service through such vesting date and subject to earlier vesting and settlement upon certain specific events.

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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