

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-04** | Period of Report: **2013-02-28**
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ISSUER

PFIZER INC

CIK:[78003](#) | IRS No.: **135315170** | State of Incorp.:**DE** | Fiscal Year End: **1231**
SIC: **2834** Pharmaceutical preparations

Mailing Address
235 E 42ND ST
NEW YORK NY 10017

Business Address
235 E 42ND ST
NEW YORK NY 10017
2125732323

REPORTING OWNER

CANGIALOSI LORETTA V

CIK:[1174449](#)
Type: **4** | Act: **34** | File No.: [001-03619](#) | Film No.: **13663246**

Mailing Address
PFIZER INC. ATTN.
CORPORATE SECRETARY
235 EAST 42ND ST.
NEW YORK NY 10017

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person CANGIALOSI LORETTA V			2. Issuer Name and Ticker or Trading Symbol PFIZER INC [PFE]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Sr. Vice President, Controller		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2013				
PFIZER INC.-CORP. SECRETARY, 235 EAST 42ND ST.			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)							
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/28/2013		M		44,650 ⁽¹⁾	A	\$22.55	218,306	D	
Common Stock	02/28/2013		A		14,208 ⁽²⁾	A	\$ 0	232,514	D	
Common Stock	02/28/2013		A		5,589 ⁽³⁾	A	\$ 0	238,103	D	
Common Stock	02/28/2013		F		5,253 ⁽⁴⁾	D	\$27.37	232,850	D	
Common Stock	02/28/2013		F		36,560 ⁽⁵⁾	D	\$27.37	196,290	D	
Common Stock								5,881	I	By Rule 16b-3 Plan

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 Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Appreciation Rights	\$22.55	02/28/2013		M		38,443 ⁽⁶⁾		02/28/2013	02/28/2013	Common Stock	38,443	\$ 0	0	D	
Stock Appreciation Rights	\$27.37	02/28/2013		A		33,040		02/28/2018 ⁽⁷⁾	02/28/2018 ⁽⁷⁾	Common Stock	33,040	\$ 0	33,040	D	
Stock Appreciation Rights	\$27.37	02/28/2013		A		27,422		02/28/2020 ⁽⁸⁾	02/28/2020 ⁽⁸⁾	Common Stock	27,422	\$ 0	27,422	D	

Explanation of Responses:

1. The reported transaction constitutes the earn-out of stock appreciation rights (including dividend equivalents thereon).

2. The reported transaction constitutes the earn-out of Performance Share Awards (including dividend equivalents thereon).
3. The reported transaction constitutes the grant of restricted stock units, which are subject to certain vesting requirements.
4. The reported transaction constitutes the withholding of shares to satisfy tax obligations upon the earn-out of Performance Share Awards (including dividend equivalents thereon).
5. The reported transaction constitutes the withholding of shares to satisfy tax obligations and payment of exercise price in connection with the earn-out of stock appreciation rights (including dividend equivalents thereon).
6. Dividend equivalents are paid on these stock appreciation rights at the time of settlement.
7. The stock appreciation rights, which are subject to certain vesting requirements, will be settled in shares of Pfizer common stock on the fifth anniversary of the date of grant.
8. The stock appreciation rights, which are subject to certain vesting requirements, will be settled in shares of Pfizer common stock on the seventh anniversary of the date of grant.

Signatures

Lawrence A. Fox, by power of atty., for Loretta V. Cangialosi

** Signature of Reporting Person

03/04/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.