

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-05-16** | Period of Report: **2013-05-15**
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REPORTING OWNER

SCHULMAN AMY W

CIK: **1438226**

Type: **4** | Act: **34** | File No.: **001-03619** | Film No.: **13853003**

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

ISSUER

PFIZER INC

CIK: **78003** | IRS No.: **135315170** | State of Incorporation: **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

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 SCHULMAN AMY W | | | 2. Issuer Name and Ticker or Trading Symbol PFIZER INC [PFE] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Executive Vice President | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 05/15/2013 | | | |
| 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 ____ 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 | 05/15/2013 | | <u>S</u> (1) | | 100 | D | \$29.45 | 293,397 | D | |
| Common Stock | 05/15/2013 | | <u>S</u> (1) | | 300 | D | \$29.46 | 293,097 | D | |
| Common Stock | 05/15/2013 | | <u>S</u> (1) | | 805 | D | \$29.44 | 292,292 | D | |
| Common Stock | 05/15/2013 | | <u>S</u> (1) | | 1,956 | D | \$29.38 | 290,336 | D | |
| Common Stock | 05/15/2013 | | <u>S</u> (1) | | 2,005 | D | \$29.43 | 288,331 | D | |
| Common Stock | 05/15/2013 | | <u>S</u> (1) | | 2,259 | D | \$29.33 | 286,072 | D | |
| Common Stock | 05/15/2013 | | <u>S</u> (1) | | 2,400 | D | \$29.31 | 283,672 | D | |
| Common Stock | 05/15/2013 | | <u>S</u> (1) | | 3,592 | D | \$29.42 | 280,080 | D | |
| Common Stock | 05/15/2013 | | <u>S</u> (1) | | 3,800 | D | \$29.3 | 276,280 | D | |
| Common Stock | 05/15/2013 | | <u>S</u> (1) | | 3,802 | D | \$29.39 | 272,478 | D | |
| Common Stock | 05/15/2013 | | <u>S</u> (1) | | 3,807 | D | \$29.37 | 268,671 | D | |
| Common Stock | 05/15/2013 | | <u>S</u> (1) | | 3,999 | D | \$29.36 | 264,672 | D | |
| Common Stock | 05/15/2013 | | <u>S</u> (1) | | 4,500 | D | \$29.29 | 260,172 | D | |
| Common Stock | 05/15/2013 | | <u>S</u> (1) | | 4,701 | D | \$29.4 | 255,471 | D | |

| | | | | | | | | | | |
|--------------|------------|--|--------------|--|--------|---|---------|---------|---|--------------------|
| Common Stock | 05/15/2013 | | <u>S</u> (1) | | 5,268 | D | \$29.34 | 250,203 | D | |
| Common Stock | 05/15/2013 | | <u>S</u> (1) | | 5,700 | D | \$29.32 | 244,503 | D | |
| Common Stock | 05/15/2013 | | <u>S</u> (1) | | 10,408 | D | \$29.41 | 234,095 | D | |
| Common Stock | 05/15/2013 | | <u>S</u> (1) | | 10,598 | D | \$29.35 | 223,497 | D | |
| Common Stock | | | | | | | | 3,206 | I | By Rule 16b-3 Plan |
| Common Stock | | | | | | | | 300 | I | By Spouse (2) |

**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 |
| Phantom Stock Units SSP | (3) | 05/15/2013 | | <u>A</u> | | 94 | | (4) | (4) | Common Stock | 94 | \$29.56 | 4,080 | D | |

Explanation of Responses:

1. This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 14, 2013.
2. The reporting person disclaims beneficial ownership of the shares held by spouse.
3. Each unit represents one phantom share of common stock.
4. These units, which were acquired pursuant to the Pfizer Inc. Nonfunded Deferred Compensation and Supplemental Savings Plan, are 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.

Signatures

Lawrence A. Fox, by power of atty., for Amy W. Schulman

** Signature of Reporting Person

05/16/2013

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.

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