STEERE WILLIAM C JR

Form 4 July 02, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * STEERE WILLIAM C JR

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

(Last)

(City)

Stock

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

PFIZER INC [PFE]

(Month/Day/Year) 07/01/2009

X_ Director 10% Owner Officer (give title Other (specify

(Check all applicable)

PFIZER INC. ATT: CORPORATE SECRETARY, 235 EAST 42ND **STREET**

(Street)

(State)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

I

Person

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

NEW YORK, NY 10017

1.Title of Security	2. Transaction Date (Month/Day/Year)				
(Instr. 3)		any (Month/Day/Year)			

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

Securities Beneficially (D) or Owned Following Reported

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

or Price (D) Amount

(A)

Code V

Transaction(s)

(Instr. 3 and 4)

Common 07/01/2009 36,988 \$0 M Α 1,582,784 D Stock (1)

Common

14,808

By Spouse (2)

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

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SEC 1474 (9-02)

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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. Transactic Code (Instr. 8)	5. Number of ctionDerivative Securities 8) 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 Underlying Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units (1)	(3)	07/01/2009		M		36,988	<u>(1)</u>	<u>(1)</u>	Common Stock	36,988	9

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

STEERE WILLIAM C JR

PFIZER INC. ATT: CORPORATE SECRETARY 235 EAST 42ND STREET NEW YORK, NY 10017

Signatures

By: Lawrence A. Fox, by power of atty. 07/02/2009

**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).

As disclosed in the Company's Proxy Statement in connection with its 2009 Annual Meeting of Shareholders, the transactions that are reported in this Form 4 were effected pursuant to an election made by the reporting person in December 2008 under Section 409A of the

X

- (1) Internal Revenue Code ("Section 409A"). Section 409A provided a one-time opportunity to accelerate the payment of compensation that had been deferred in 2005 through 2008 (together with any related earnings). The transactions reported herein consist of the acceleration of the payment, in the form of Pfizer common stock, of compensation that had been deferred by the reporting person in 2005 through 2008 (including dividend equivalents thereon) under certain plans for non-employee directors.
- (2) I hereby disclaim beneficial ownership of all shares held by members of my family directly or through trusts.
- (3) Each unit represents one phantom share of common stock.

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.

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