

SIMMONS DAVID S  
Form 4  
February 28, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SIMMONS DAVID S

(Last) (First) (Middle)

PFIZER INC. ATTN. CORP.  
SECRETARY, 235 EAST 42ND  
STREET

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
PFIZER INC [pfe]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/24/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Business Unit President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount or Price                                                                               |                                                          |                                   |
| Common Stock                    | 02/24/2011                           |                                                    | A                              |                                                                   | 37,057 (1)                                                                                    | A                                                        | \$ 0 132,831 D                    |
| Common Stock                    | 02/24/2011                           |                                                    | A                              |                                                                   | 1,731 (2)                                                                                     | A                                                        | \$ 0 134,562 D                    |
| Common Stock                    | 02/24/2011                           |                                                    | F                              |                                                                   | 628 (3)                                                                                       | D                                                        | \$ 18.9 133,934 D                 |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 1,739 I By Rule 16b-3 Plan        |

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

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(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 (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 Underlying (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title                                    |
| Stock Appreciation Rights                  | \$ 18.9                                                | 02/24/2011                           |                                                    | A                              | 163,551                                                                                 | 02/24/2016 <sup>(4)</sup> 02/24/2016 <sup>(4)</sup>      | Common Stock                             |
| Stock Appreciation Rights                  | \$ 18.9                                                | 02/24/2011                           |                                                    | A                              | 135,397                                                                                 | 02/24/2018 <sup>(5)</sup> 02/24/2018 <sup>(5)</sup>      | Common Stock                             |

## Reporting Owners

| Reporting Owner Name / Address                                                                     | Relationships |           |                         |       |
|----------------------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                                                    | Director      | 10% Owner | Officer                 | Other |
| SIMMONS DAVID S<br>PFIZER INC. ATTN. CORP. SECRETARY<br>235 EAST 42ND STREET<br>NEW YORK, NY 10017 |               |           | Business Unit President |       |

## Signatures

Lawrence A. Fox, by power of atty., for David S. Simmons  
Date: 02/28/2011

\*\*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) The reported transaction constitutes the grant of restricted stock units, which are subject to certain vesting requirements.
- (2) The reported transaction constitutes the earn-out of Performance Share Awards (including dividend equivalents thereon).
- (3) The reported transaction constitutes the withholding of shares to satisfy tax obligations upon the earn-out of Performance Share Awards (including dividend equivalents thereon).
- (4) 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.

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- (5) 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.

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.