CANGIALOSI LORETTA V

Form 4 March 03, 2008

FORM 4

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

OMB APPROVAL OMB

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31, Expires:

2005

Section 16. Form 4 or Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

burden hours per response... 0.5

Estimated average

See Instruction

1(b).

(Last)

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 * CANGIALOSI LORETTA V

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

PFIZER INC [PFE]

(Check all applicable)

PFIZER INC. ATT: CORPORATE

(Street)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 02/28/2008

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

Vice President, Controller

SECRETARY, 235 EAST 42ND **STREET**

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

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

NEW YORK, NY 10017

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported	Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	02/28/2008		A	9,501 (1)	A	\$ 0	155,917	D	
Common Stock	02/28/2008		A	4,500 (2)	A	\$0	160,417	D	
Common Stock	02/28/2008		F	1,530	D	\$ 22.55	158,887	D	
Common Stock							289	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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	Date Exercisable	le and Expiration	7. Title and A
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Date		Underlying S
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			
	Derivative				or Disposed of			
	Security				(D)			
					(Instr. 3, 4,			
					and 5)			
						Date Exercisable	Expiration Date	Title
				Code V	(A) (D)			
				Coue v	(A) (D)			
Stock								~
Appreciation	\$ 22.55	02/28/2008		A	38,443	02/28/2013(3)	02/28/2013(3)	Common
* *	Ψ 22.33	02/20/2000		11	50,445	02/20/2013 <u>~</u>	02/20/2013 <u>~</u>	Stock
Rights								

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

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

Vice President, Controller

Signatures

By: Lawrence A. Fox, by power 03/03/2008 of atty.

> **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.
- **(2)** The reported transaction constitutes the earn-out of Performance-Contingent Shares.
- The stock appreciation rights will be settled in shares of Pfizer common stock on the fifth anniversary of the date of grant **(3)**

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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