

PFIZER INC  
Form 8-K  
April 28, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): April 22, 2010

**PFIZER INC.**

(Exact name of registrant as specified in its charter)

|   |  |  |
|---|--|--|
| <b>Delaware</b><br>(State or other Jurisdiction of<br>incorporation)                                    | <b>1-3619</b><br>(Commission File<br>Number) | <b>13-5315170</b><br>(I.R.S. Employer Identification<br>No.) |
| <b>235 East 42nd Street</b><br><b>New York, New York</b><br>(Address of principal<br>executive offices) |  | <b>10017</b><br>(Zip Code)                                   |

Registrant's telephone number, including area code:  
(212) 733-2323

Not Applicable

(Former Name or Former Address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the obligation of the registrant under any of the following provisions:

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders**

Pfizer's Annual Meeting of Shareholders was held on April 22, 2010. Shareholders voted on the matters set forth below.

**1. The nominees for election to the Board of Directors were elected, each for a one-year term, based upon the following votes:**

| <b>Nominee</b>         | <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non Votes</b> |
|------------------------|------------------|----------------------|--------------------|-------------------------|
| Dennis A. Ausiello     | 5,171,935,994    | 311,692,252          | 19,621,216         | 989,481,024             |
| Michael S. Brown       | 5,115,871,347    | 368,321,270          | 19,056,845         | 989,481,024             |
| M. Anthony Burns       | 5,232,152,711    | 251,391,144          | 19,705,608         | 989,481,024             |
| Robert N. Burt         | 5,317,579,679    | 165,124,377          | 20,545,406         | 989,481,024             |
| W. Don Cornwell        | 5,258,752,172    | 224,483,117          | 20,014,173         | 989,481,024             |
| Frances D. Fergusson   | 5,354,612,251    | 129,018,571          | 19,618,639         | 989,481,024             |
| William H. Gray III    | 5,314,253,097    | 169,204,770          | 19,791,596         | 989,481,024             |
| Constance J. Horner    | 5,288,151,380    | 196,017,644          | 19,080,438         | 989,481,024             |
| James M. Kilts         | 5,327,235,937    | 155,754,387          | 20,259,138         | 989,481,024             |
| Jeffrey B. Kindler     | 5,211,979,541    | 270,843,066          | 20,426,855         | 989,481,024             |
| George A. Lorch        | 5,306,584,200    | 176,433,374          | 20,231,888         | 989,481,024             |
| John P. Mascotte       | 5,375,216,269    | 108,043,195          | 19,989,998         | 989,481,024             |
| Suzanne Nora Johnson   | 5,317,849,513    | 165,671,074          | 19,728,876         | 989,481,024             |
| Stephen W. Sanger      | 5,350,423,908    | 132,522,724          | 20,302,831         | 989,481,024             |
| William C. Steere, Jr. | 5,214,504,408    | 270,468,323          | 18,276,731         | 989,481,024             |

**2. The proposal to ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for 2010 was approved based upon the following votes:**

|                    |               |
|--------------------|---------------|
| Votes for approval | 6,333,201,083 |
| Votes against      | 135,202,282   |
| Abstentions        | 24,327,121    |

There were no broker non-votes for this item.

**3. The proposal to approve, on an advisory basis, the overall executive compensation policies and procedures of the Company for its named executive officers was approved based upon the following votes:**

|                    |               |
|--------------------|---------------|
| Votes for approval | 6,145,090,851 |
| Votes against      | 200,563,549   |
| Abstentions        | 147,076,087   |

There were no broker non-votes for this item.

**4. The proposal to approve an amendment to the by-laws to reduce the percentage of shares required for shareholders to call special shareholder meetings was approved based upon the following votes. As required, a majority of the votes represented by the Company's outstanding shares voted in favor of this proposal.**

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|                    |               |
|--------------------|---------------|
| Votes for approval | 6,126,348,140 |
| Votes against      | 331,191,648   |
| Abstentions        | 35,190,698    |

There were no broker non-votes for this item.

**5. The shareholder proposal regarding stock options was not approved based upon the following votes:**

|                    |               |
|--------------------|---------------|
| Votes for approval | 224,071,302   |
| Votes against      | 5,243,078,975 |
| Abstentions        | 36,099,185    |
| Broker non-votes   | 989,481,024   |

**SIGNATURE**

Under the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the authorized undersigned.

PFIZER INC.

By: /s/ Matthew Lepore

Matthew Lepore

Title: Vice President, Chief Counsel - Corporate  
Governance, and Assistant General Counsel

Dated: April 28, 2010