

PFIZER INC
Form 4
November 16, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
PFIZER INC

2. Issuer Name and Ticker or Trading Symbol
ICU MEDICAL INC/DE [ICUI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
235 E 42ND ST,
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/15/2018

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

NEW YORK, NY 10017

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 11/15/2018 | | S | 2,500,000 D \$ 209.25 | 0 ⁽¹⁾ | I ⁽¹⁾ | 0 ⁽¹⁾ |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|--------------|
| | Director | 10% Owner | Officer | Other |
| PFIZER INC 235 E 42ND ST NEW YORK, NY 10017 | X | | | |
| C.P. Pharmaceuticals International C.V. C/O ITS GENERAL PARTNERS 235 E. 42ND ST NEW YORK, NY 10017 | | | | See Note (1) |
| Pfizer Production LLC 235 EAST 42ND STREET NEW YORK, NY 10017 | | | | See Note (1) |
| Pfizer Manufacturing LLC 235 EAST 42ND STREET NEW YORK, NY 10017 | | | | See Note (1) |

Signatures

| | |
|--|------------|
| Pfizer Inc., By /s/ Susan Grant, Assistant Secretary | 11/16/2018 |
| __Signature of Reporting Person | Date |
| Pfizer Production LLC, acting in its capacity as general partner of C.P. Pharmaceuticals International C.V. By /s/ Brian McMahon, Senior Vice President | 11/16/2018 |
| __Signature of Reporting Person | Date |
| Pfizer Manufacturing LLC, acting in its capacity as general partner of C.P. Pharmaceuticals International C.V. By /s/ Brian Byala, Senior Vice President | 11/16/2018 |
| __Signature of Reporting Person | Date |
| Pfizer Production LLC, By /s/ Darren Welsh, Secretary | 11/16/2018 |
| __Signature of Reporting Person | Date |
| Pfizer Manufacturing LLC, By /s/ Darren Welsh, Secretary | 11/16/2018 |

__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) These shares were owned directly by C.P. Pharmaceuticals International C.V. ("CPPI"), whose general partners are Pfizer Production LLC ("PPL") and Pfizer Manufacturing LLC ("PPM"). CPPI, PPL and PPM are indirect wholly-owned subsidiaries of Pfizer Inc. ("Pfizer"). Pfizer, PPL and PPM were indirect beneficial owners of the shares, but each of PPL and PML, as a general partner of CPPI, disclaims ownership of securities held by CPPI except to the extent of any pecuniary interest therein.

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.