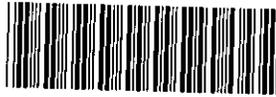




DIVISION OF CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549-3010

DC  
No Act  
P.E. 2-8-07



07044052

February 12, 2007

Margaret M. Foran  
Senior Vice President – Corporate Governance,  
Associate General Counsel & Corporate Secretary  
Legal Division  
Pfizer Inc.  
235 East 42nd Street  
New York, NY 10017

REC'D S.E.C.

FEB 24 2007

Act: 1934  
Section: \_\_\_\_\_  
Rule: 14A-8  
Public \_\_\_\_\_  
Availability: 2/12/2007

Re: Pfizer Inc.

1086

Dear Ms. Foran:

This is in regard to your letter dated February 8, 2007 concerning the shareholder proposal submitted by Frank R. Randall for inclusion in Pfizer's proxy materials for its upcoming annual meeting of security holders. Your letter indicates that Pfizer will include the proposal in its proxy materials, and that Pfizer therefore withdraws its December 21, 2006 request for a no-action letter from the Division. Because the matter is now moot, we will have no further comment.

Sincerely,

*Tamara M. Brightwell*

Tamara M. Brightwell  
Special Counsel

PROCESSED

MAR 14 2007

3

THOMSON  
FINANCIAL

cc: Susan L. Hall  
8506 Harvest Oak Drive  
Vienna, VA 22182



December 21, 2006

**Margaret M. Foran**  
Senior Vice President-Corporate Governance,  
Associate General Counsel & Corporate Secretary

**VIA HAND DELIVERY**

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Re: *Shareholder Proposal of Frank R. Randall*  
*Exchange Act of 1934—Rule 14a-8*

Dear Ladies and Gentlemen:

This letter is to inform you that Pfizer Inc. ("Pfizer") intends to omit from its proxy statement and form of proxy for its 2007 Annual Shareholders Meeting (collectively, the "2007 Proxy Materials") a shareholder proposal and statements in support thereof (the "Proposal") received from Frank R. Randall (the "Proponent").

Pursuant to Rule 14a-8(j), we have:

- enclosed herewith six (6) copies of this letter and its attachments;
- filed this letter with the Securities and Exchange Commission (the "Commission") no later than eighty (80) calendar days before Pfizer files its definitive 2007 Proxy Materials with the Commission; and
- concurrently sent copies of this correspondence to the Proponent.

Rule 14a-8(k) provides that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the staff of the Division of Corporation Finance (the "Staff"). Accordingly, we are taking this opportunity to inform the Proponent that if the Proponent elects to submit additional correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should concurrently be furnished with the undersigned on behalf of Pfizer pursuant to Rule 14a-8(k).

RECEIVED  
DEC 21 11 5:20  
SECURITIES AND EXCHANGE COMMISSION

## BASIS FOR EXCLUSION

We hereby respectfully request that the Staff concur in our view that the Proposal may be excluded from the 2007 Proxy Materials pursuant to Rule 14a-8(i)(12)(i) because the Proposal deals with substantially the same subject matter as a shareholder proposal that was included in Pfizer's 2004 proxy materials, which did not receive the support necessary for resubmission. As noted below, the Staff recently granted no-action relief under Rule 14a-8(i)(12)(i) in substantially similar situations in *Abbott Laboratories* (avail. Feb. 28, 2006) and *Barr Pharmaceuticals* (avail. Sept. 25, 2006). Thus, we hereby respectfully request that the Staff concur in our view that the Proposal may be excluded from the 2007 Proxy Materials pursuant to Rule 14a-8(i)(12)(i).

## THE PROPOSAL

The Proposal requests that Pfizer's Board of Directors "issue a report to shareholders on the feasibility of amending [Pfizer's] *Guidelines and Policy on Laboratory Animal Care* to ensure that: i) it extends to all contract laboratories and is reviewed with such outside laboratories on a regular basis, and ii) it addresses animals' social and behavioral needs." The Proposal further requests that the report "include information on the extent to which in-house and contract laboratories are adhering to the *Policy . . .*" A copy of the Proposal and supporting statement, as well as related correspondence from the Proponent, is attached to this letter as Exhibit A.

## ANALYSIS

### **The Proposal May Be Excluded Under Rule 14a-8(i)(12)(i) Because It Deals With Substantially The Same Subject Matter As A Proposal That Was Included In Pfizer's Proxy Materials In 2004.**

Rule 14a-8(i)(12)(i) permits the exclusion of a shareholder proposal dealing with "substantially the same subject matter as another proposal or proposals that previously has or have been included in the company's proxy materials within the preceding 5 calendar years" and the proposal received "less than 3% of the vote if proposed once within the preceding 5 calendar years . . . ." As noted below, the Proposal is substantially similar to a shareholder proposal Pfizer included in its 2004 proxy materials filed on March 12, 2004 (the "Previous Proposal") that did not receive the support necessary for resubmission.

The Previous Proposal requested that Pfizer:

1. Issue a policy statement publicly committing to use *in vitro* tests for assessing skin corrosion, skin absorption, skin irritation, phototoxicity and pyrogenicity endpoints, and generally committing to the elimination of product testing on animals in favor of validated *in vitro* alternatives; and

2. Formally request that the relevant regulatory agencies accept validated *in vitro* tests as replacements to animal tests.

A copy of the Previous Proposal as it appeared in Pfizer's 2004 proxy materials is attached hereto as Exhibit B. The Proposal and the Previous Proposal are substantially similar for purposes of Rule 14a-8(i)(12)(i) because the subject matter of both proposals is animal-based testing.

The Staff recently addressed virtually the same set of proposals as the Proposal and the Previous Proposal in *Abbott Laboratories* (avail. Feb. 28, 2006). In *Abbott Laboratories*, the Staff concurred that a proposal, nearly identical to the Proposal, submitted to Abbott Laboratories in 2006 was excludable under Rule 14a-8(i)(12)(i) where that company's shareholders had considered a proposal in 2005 that is nearly identical to the Previous Proposal. The 2005 Abbott Laboratories proposal, just like the Previous Proposal, requested that the company commit to using "non-animal methods for assessing skin corrosion, irritation, absorption, phototoxicity and pyrogenicity;" confirm that it is in the company's best interest to use non-animal methods; and petition regulatory agencies to accept non-animal based methods for assessing the above. Just like the Proposal, the 2006 proposal submitted to Abbott Laboratories requested a report on the feasibility of amending the company's policies regarding animal testing to extend to contract laboratories. Because the subject matter of both Abbott Laboratories proposals was animal testing, the Staff concurred that the 2006 Abbott Laboratories proposal was excludable under Rule 14a-8(i)(12)(i). Accordingly, since the Previous Proposal and the Proposal are virtually identical to the proposals in *Abbott Laboratories*, the Proposal likewise is excludable under Rule 14a-8(i)(12)(i).

Moreover, in *Barr Pharmaceuticals* (avail. Sept. 25, 2006) the Staff concurred in the exclusion of a proposal identical in all respects to the Proposal but for the fact that it requested the company to adopt an animal care policy addressing the company's commitment to "reducing, refining, and replacing its use of animals" in testing that would include independently retained labs, whereas the Proposal requests that Pfizer amend its current policy to ensure that it extends to all outside labs. The Staff permitted the exclusion of the 2006 Barr Pharmaceuticals proposal under Rule 14a-8(i)(12)(i) because the proposal related to substantially the same subject matter as a proposal included in Barr Pharmaceuticals' 2005 proxy statement that requested that the company commit to using "non-animal methods for assessing skin corrosion, irritation, absorption, phototoxicity and pyrogenicity;" confirm that it is in the company's best interest to use non-animal methods; and petition regulatory agencies to accept non-animal based methods for assessing the above. *See also Merck & Co., Inc.* (avail. Dec. 15, 2006).

As the Staff recognized in *Abbott Laboratories* and *Barr Pharmaceuticals*, Rule 14a-8(i)(12)'s reference to "substantially the same subject matter" does not mean that the Previous Proposal and the Proposal must be exactly the same. Although the predecessor to Rule 14a-8(i)(12) required a proposal to be "substantially the same proposal" as prior proposals,

the Commission amended this rule in 1983. The Commission explained the reason for and meaning of the revision, stating:

The Commission believes that this change is necessary to signal a clean break from the strict interpretive position applied to the existing provision. The Commission is aware that the interpretation of the new provision will continue to involve difficult subjective judgments, but anticipates that those judgments will be based upon a consideration of the substantive concerns raised by a proposal rather than the specific language or actions proposed to deal with those concerns.

*Adopting Release, Amendments to Rule 14a-8 Under the Securities Exchange Act of 1934 Relating to Proposals by Security Holders*, Exchange Act Release No. 20091 (August 16, 1983).

The Staff has confirmed in a number of recent precedents that Rule 14a-8(i)(12) does not require that two proposals, or their subject matters, be identical in order for a company to exclude the later-submitted proposal. When considering whether a proposal deals with substantially the same subject matter, the Staff has increasingly focused on the "substantive concerns" raised by the proposal as the essential consideration, rather than the specific language of corporate action proposed to be taken. The Staff has thus concurred with the exclusion of proposals under Rule 14a-8(i)(12) when the proposal in question shares similar underlying social or policy issues with a prior proposal, even if the proposals recommended that the company take different actions. *See Medtronic Inc.* (avail. June 2, 2005) (a proposal requesting that the company list all of its political and charitable contributions on its website was excludable as it dealt with substantially the same subject matter as a prior proposal requesting that the company cease making charitable contributions); *Bank of America Corp.* (avail. Feb. 25, 2005) (same); *Dow Jones & Co., Inc.* (avail. Dec. 17, 2004) (a proposal requesting the company publish in its proxy materials information relating to its process of donations to a particular non-profit organization was excludable as it dealt with substantially the same subject matter as a prior proposal requesting an explanation of the procedures governing all charitable donations); *Saks Inc.* (avail. Mar. 1, 2004) (a proposal requesting the board of directors to implement a code of conduct based on International Labor Organization standards, establish an independent monitoring process and annually report on adherence to such code was excludable as it dealt with substantially the same subject matter as a prior proposal requesting a report on the company's vendor labor standards and compliance mechanism); *Bristol-Myers Squibb Co.* (avail. Feb. 11, 2004) (a proposal requesting that the board review pricing and marketing policies and prepare a report on how the company will respond to pressure to increase access to prescription drugs was excludable because it dealt with substantially the same subject matter as prior proposals requesting the creation and implementation of a policy of price restraint on pharmaceutical products).

This precedent confirms that, for purposes of Rule 14a-8(i)(12), the Previous Proposal and the Proposal concern "substantially the same subject matter," namely, animal-based testing conducted by or on behalf of Pfizer. Moreover, as evidenced in Exhibit C, the Previous Proposal received approximately 2.2% of the vote at Pfizer's 2004 Annual Meeting of Shareholders.<sup>1</sup> Thus, the Previous Proposal failed to meet the required 3% threshold when it was included in Pfizer's proxy materials in the last five years. For these reasons, we request that the Staff concur that the Proposal is excludable pursuant to Rule 14a-8(i)(12)(i).

### CONCLUSION

Based upon the foregoing analysis, we respectfully request that the Staff of the Commission concur that it will take no action if Pfizer excludes the Proposal from its 2007 Proxy Materials. We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. In addition, Pfizer agrees to promptly forward to the Proponent any response from the Staff to this no-action request that the Staff transmits by facsimile to Pfizer only.

If we can be of any further assistance in this matter, please do not hesitate to call me at (212) 733-4802.

Sincerely,

*Margaret M. Foran* / EAI

Margaret M. Foran

MMF/dac  
Enclosures

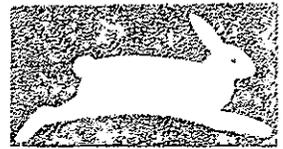
cc: Frank R. Randall

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<sup>1</sup> The Previous Proposal received 4,600,923,325 "against" votes and 104,385,062 "for" votes. Pursuant to the Staff's position on counting votes for purposes of Rule 14a-8(i)(12), abstentions and broker non-votes were not included for purposes of this calculation. See Staff Legal Bulletin No. 14, Question F.4 (July 13, 2001).

**EXHIBIT A**



**PETA**

PEOPLE FOR THE ETHICAL  
TREATMENT OF ANIMALS

501 FRONT ST.  
NORFOLK, VA 23510  
757-622-PETA  
757-622-0457 (FAX)

PETA.org  
info@peta.org

October 28, 2006

Margaret M. Foran  
Secretary, Pfizer Inc.  
235 East 42<sup>nd</sup> Street  
New York, NY 10017-5755

Re: Shareholder Proposal Regarding Animal Welfare Policy

Dear Ms. Foran:

Attached to this letter is a Shareholder Proposal submitted for inclusion in the proxy materials for the 2007 annual meeting. Also enclosed is a letter from the proponent of the resolution along with a broker's letter certifying to ownership of stock.

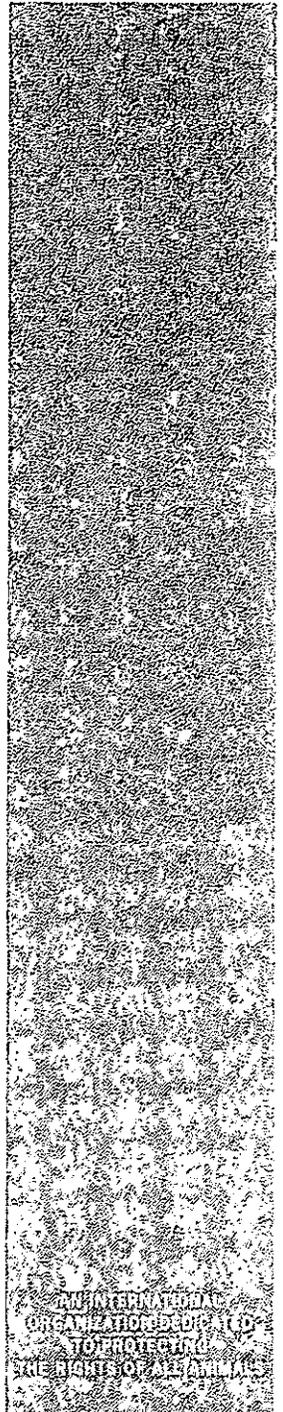
If you need any further information, please do not hesitate to contact me. If the Company will attempt to exclude any portion of the proposal under Rule 14a-8, please let me know within 14 days of your receipt of the resolution. I can be reached at 8506 Harvest Oak Drive, Vienna, VA 22182, by telephone at (703) 478-5995, or by e-mail at SusanH@peta.org.

Very truly yours,

*Susan L. Hall*

Susan L. Hall  
Legal Counsel

Enclosures  
SLH:pc



AN INTERNATIONAL  
ORGANIZATION DEDICATED  
TO PROTECTING  
THE RIGHTS OF ALL ANIMALS

## ANIMAL WELFARE POLICY

This Proposal is submitted by Frank Randall.

**RESOLVED**, that the Board issue a report to shareholders on the feasibility of amending the Company's *Guidelines and Policy on Laboratory Animal Care* to ensure that: i) it extends to all contract laboratories and is reviewed with such outside laboratories on a regular basis, and ii) it addresses animals' social and behavioral needs. Further, the shareholders request that the report include information on the extent to which in-house and contract laboratories are adhering to the *Policy*, including the implementation of enrichment measures.

### ***Supporting Statement:***

Our Company conducts tests on animals as part of its product research and development, as well as retaining independent laboratories to conduct such tests. Abuses in independent laboratories are not uncommon and have recently been exposed by the media. Pfizer has posted on its Web site its *Guidelines and Policy on Laboratory Animal Care*. The Company, as an industry leader, is commended for its stated commitment to approaching "all research involving animals with the highest level of humane concern ..."<sup>1</sup>

However, the disclosure of atrocities recorded at Covance, Inc., an independent laboratory headquartered in Princeton, New Jersey,<sup>2</sup> has made the need for a formalized, publicly available animal welfare policy that extends to all outside contractors all the more relevant, indeed urgent.<sup>3</sup> Filmed footage showed primates being subjected to such gross physical abuses and psychological torments that Covance sued to enjoin People for the Ethical Treatment of Animals in Europe from

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<sup>1</sup> [http://www.pfizer.com/pfizer/subsites/corporate\\_citizenship/laboratory\\_use.jsp](http://www.pfizer.com/pfizer/subsites/corporate_citizenship/laboratory_use.jsp)

<sup>2</sup> PETA's undercover investigator videotaped the systematic abuse of animals at Covance's laboratory in Vienna, VA over a six-month investigation.

<sup>3</sup> In October 2005, Covance's Director of Early Development stated that "We've worked with just about every major company around the world" (<http://www.peta.org/pressroom/051005covance.html>).

publicizing it. The Honorable Judge Peter Langan in the United Kingdom refused to stop PETA from publicizing the film and instead ruled in PETA's favor. The Judge stated in his opinion that the "rough manner in which the animals are handled and the bleakness of the surroundings in which they are kept ... even to a viewer with no particular interest in animal welfare, at least cry out for explanation."<sup>4</sup>

Shareholders cannot monitor what goes on behind the closed doors of the animal testing laboratories, so the Company must. Accordingly, we urge the Board to commit to promoting basic animal welfare measures as an integral part of our Company's corporate stewardship.

We urge shareholders to support this Resolution.

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<sup>4</sup> The case captioned *Covance Laboratories Limited v. PETA Europe Limited* was filed in the High Court of Justice, Chancery Division, Leeds District Registry, Claim No. 50-00295. In addition to ruling in PETA's favor, the Court ordered Covance to pay PETA £50,000 in costs and fees.

Pfizer Inc  
235 East 42nd Street 235/7.35  
New York, NY 10017  
Tel 212 733 5356 Fax 212 573 1353  
Email suzanne.y.rolon@pfizer.com



Via FedEx

November 20, 2006

Suzanne Y. Rolon  
Manager, Communications  
Corporate Governance

Ms. Susan Hall  
Legal Counsel  
People for the Ethical Treatment  
Of Animals  
8506 Harvest Oak Drive  
Vienna, VA 22182

Re: **Shareholder Proposal for Pfizer 2007 Annual Meeting of Shareholders  
Submitted by: Frank Randall**

***The Board issue a report to shareholders on the feasibility of amending the Company's Guidelines and Policy on Laboratory Animal Care to ensure that: i) it extends to all contract laboratories and is reviewed with such outside laboratories on a regular basis, and ii) it addresses animals' social and behavioral needs. Further, the shareholders request that the report include information on the extent to which in-house and contract laboratories are adhering to the Policy, including the implementation of enrichment measures.***

Dear Ms. Hall,

This letter will acknowledge receipt of your letter and Mr. Frank Randall's letter dated October 28, 2006 to Ms. Margaret M. Foran, Senior Vice President, Corporate Governance, Associate General Counsel and Corporate Secretary of Pfizer Inc., giving notice that Mr. Randall intends to sponsor the above proposal at our 2007 Annual Meeting of Shareholders.

Mr. Randall's letter noted that you will act on his behalf in shareholder matters, including his shareholder proposal, and requested that all future communications be directed to you.

Sincerely,

A handwritten signature in cursive script, appearing to read "Suzanne Y. Rolon".

Suzanne Y. Rolon

cc: Margaret M. Foran

**Frank Randall**  
511 Via Lido Sound  
Newport Beach, CA 92663

October 28, 2006

Margaret M. Foran  
Secretary, Pfizer Inc.  
235 East 42<sup>nd</sup> Street  
New York, NY 10017-5755

Re: Shareholder Proposal Regarding Animal Welfare Policy

Dear Ms. Foran:

I hold 1,500,000 shares of Pfizer stock and am the proponent of a shareholder proposal relating to the Company's animal welfare policy. The proposal seeks to extend Pfizer's *Laboratory Animal Care and Use* policy to outside laboratories and is attached for inclusion in the proxy statement for the 2007 annual meeting. Also enclosed is a letter from my brokerage firm certifying to ownership of shares. I have held these shares continuously for more than one year and intend to hold them through and including the date of the 2007 annual meeting of shareholders.

Please communicate with my authorized representative, Susan L. Hall, Esq. if you need any further information. If the Company will attempt to exclude any portion of the proposal under Rule 14a-8, please so advise my representative within 14 days of your receipt of this proposal. Ms. Hall may be reached at 8506 Harvest Oak Drive, Vienna, VA 22182, by telephone at (703) 478-5995, or by e-mail at [SusanH@peta.org](mailto:SusanH@peta.org).

Very truly yours,



Frank Randall

October 28, 2006

Margaret M. Foran  
Secretary, Pfizer Inc.  
235 East 42<sup>nd</sup> Street  
New York, NY 10017-5755

Re: Shareholder Proposal Regarding Animal Welfare Policy

This firm is the record holder of 1,500,000 shares of Pfizer stock held on behalf of our client, Frank Randall. Our client acquired these shares on 6/21/2005 and has held them continuously for a period of one year prior to the date on which the shareholder proposal is being submitted. Our client intends to continue holding these shares through the date of the 2007 annual meeting.

If you have any further questions, please do not hesitate to contact me.

Thank you.

*Douglas Walker*

Charles Schwab & Co. Inc.

**EXHIBIT B**

## ITEM 10—Shareholder Proposal on *In Vitro* Testing

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This proposal relates to Pfizer's (or "the Company") policies with respect to corporate stewardship, human health, good science, and animal welfare. Given the availability of five validated non-animal (*in vitro*) tests for assessing dermal and pyrogenic effects, Pfizer should commit to using these *in vitro* methods in place of animal testing.

**WHEREAS**, the Company should demonstrate its commitment to the highest ethical standards in its business practices including i) protecting the public health, and ii) promoting good science and eliminating unnecessary and painful animal experiments by using available, validated *in vitro* assays for testing Pfizer's products;

**NOW, THEREFORE, BE IT RESOLVED** that the shareholders of Pfizer request that the Board:

1. Issue a policy statement publicly committing to use *in vitro* tests for assessing skin corrosion, skin absorption, skin irritation, phototoxicity and pyrogenicity endpoints, and generally committing to the elimination of product testing on animals in favor of validated *in vitro* alternatives; and
2. Formally request that the relevant regulatory agencies accept validated *in vitro* tests as replacements to animal tests.

**Supporting Statement:** Pfizer has a responsibility to use non-animal test methods, not only because they are generally more reliable, faster, and more economical, but also to eliminate abuses such as the one occurring at Pfizer's Kalamazoo facility in August 2003, when a dog left in a transport cage was scalded to death in an automatic cage washing system.

Testing for skin corrosion, irritation, and absorption, phototoxicity, and pyrogenicity on animals is no longer necessary. These endpoints can be tested using non-animal methods.

Testing for skin corrosion can be accomplished using skin equivalent tests such as EpiDerm™ and EpiSkin™. In the animal test,

rabbits are locked into full body restraints and the chemical is applied to shaved skin for several hours. Canada, the European Union, and most countries in the Organization for Economic Cooperation and Development (OECD) have accepted the *in vitro* tests as total replacements for animal tests.

The rate of chemical absorption through the skin can be determined using isolated human skin tissue instead of applying substances to the skin of living animals. This *in vitro* approach has been accepted as an OECD Test Guideline, and in several European countries is the default approach for skin absorption testing.

Once a chemical has been determined to be non-corrosive, its potential to cause mild irritation can be tested using a clinical skin patch test. Regulators in Canada accept the use of clinical skin-patch test volunteers as a valid replacement for animal based skin irritation testing.

Phototoxicity, an inflammatory reaction caused by the interaction of a chemical with sunlight, can be evaluated using the 3T3 Neutral Red Uptake ("NRU") test. The animal based test involves applying different concentrations of a chemical on the shaved skin of guinea pigs, and exposing half of the animals to ultraviolet radiation for at least two hours. The NRU test has been accepted throughout Europe and by the OECD as the official test guideline for phototoxicity.

Pyrogenicity refers to the inflammatory reaction and fever that can occur when certain intravenous drugs and pharmaceutical products interact with the immune system. The animal test consists of locking rabbits in full-body restraints, injecting test substances into their blood stream, and monitoring temperature. The *in vitro* pyrogen test validated in Europe as a total replacement for the rabbit test, involves using blood donated by healthy human donors. The *in vitro* test is more accurate, and the results more quickly attainable.

## YOUR COMPANY'S RESPONSE

We are pleased to inform the proponent and all our shareholders that we already use every *in vitro* (non-animal) test mentioned in the proposal, and more. Pfizer is fully committed to the use of alternative testing methods wherever such tests are scientifically valid and do not compromise patient safety or the effectiveness of our medicines. In addition, we are already working with regulators in an effort to increase the use of alternative models where such alternatives can be used appropriately. We are, however, in agreement with regulators that the overall testing process must involve some level of *in vivo* (animal) testing in order to meet our overriding responsibility to provide patients with medicines that are both safe and effective.

We are committed to the principles embodied by the 3Rs of animal research: seeking alternatives that Reduce, Replace or Refine our work with animals when such alternatives are available and appropriate. At Pfizer, we've added fourth and fifth "Rs" as fundamental and important principles: Respect for animals and Recognition of the important contributions that animal-based research makes to our goal of improving human and animal health worldwide. We approach all research involving animals with the highest level of humane concern. In fact, the care of all the animals that assist in our research meets or exceeds relevant local, national and international regulations. The tragic death of the dog mentioned in proponent's statement was the result of an unfortunate but isolated accident. Procedural changes have already been implemented to ensure that such an accident will not happen again.

Pfizer has always supported the use of *in vitro* alternatives, including those listed in proponent's resolution, wherever such tests are scientifically valid and legally permitted. We have invested significant resources into streamlining the drug discovery process while reducing and refining the use of animal studies. A tiered approach is used to eliminate the more toxic, less effective compounds at the earliest possible stages of the discovery process, minimizing the number of *in vivo* experiments conducted, and refining those experiments considered necessary to ensure public safety and confidence.

Certain *in vitro* tests can be, and are, used as screening tools in the early stages of the discovery process, markedly reducing the number of compounds that ultimately reach the stage of animal testing. In addition, other alternative methodologies have been implemented to minimize animal use in worker safety testing and quality control. These tools, however, typically represent only a small component of the testing currently required by U.S. regulatory agencies, and must be supported with more conventional *in vivo* data. The proposal as stated is, therefore unfeasible in view of our research and development goals of insuring the safety and effectiveness of our medicines.

**Your Board of Directors unanimously recommends a vote AGAINST this proposal.**

**EXHIBIT C**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 10-Q

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

**For the quarterly period ended March 28, 2004**

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

COMMISSION FILE NUMBER 1-3619

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**PFIZER INC.**

(Exact name of registrant as specified in its charter)

DELAWARE  
(State of Incorporation)

13-5315170  
(I.R.S. Employer Identification No.)

235 East 42nd Street, New York, New York 10017  
(212) 573-2323  
(Registrant's telephone number)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

YES  NO

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

YES  NO

At May 5, 2004, 7,630,536,483 shares of the issuer's common stock were outstanding (voting).

Item 2. Changes in Securities, Use of Proceeds and Issuer Purchases of Equity Securities

This table provides information with respect to purchases by the Company of shares of its Common Stock during the fiscal first quarter of 2004:

Issuers Purchases of Equity Securities\*

Period	Total Number of Shares Purchased**	Average Price Paid per Share**	Total Number of Shares Purchased as Part of Publicly Announced Plan*	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plan*
January 1, 2004 through January 31, 2004	2,578,712	\$36.41	3,525,000	\$4,873,572,310
February 1, 2004 through February 29, 2004	8,716,940	\$37.48	12,135,000	\$4,550,913,760
March 1, 2004 through March 28, 2004	13,729,081	\$36.47	25,850,000	\$4,050,735,904
Total	25,024,733	\$36.81	25,850,000	

\* On December 15, 2003, the Company announced that the Board of Directors authorized the purchase of up to \$5 billion of the Company's Common Stock (the "2003 Stock Purchase Plan"). Such purchases are expected to be completed by the end of 2004.

\*\* In addition to purchases under the 2003 Stock Purchase Plan, this column reflects the following transactions during the fiscal first quarter of 2004: (i) the deemed surrender to the Company of 224,120 shares of Common Stock to pay the exercise price and to satisfy tax withholding obligations in connection with the exercise of employee stock options, and (ii) the surrender to the Company of 25,613 shares of Common Stock to satisfy tax withholding obligations in connection with the vesting of restricted stock issued to employees.

Item 4. Submission of Matters to a Vote of Security Holders

The shareholders of the company voted on eight items at the Annual Meeting of Shareholders held on April 22, 2004:

1. the election of fifteen directors to terms ending in 2005
2. a proposal to approve the appointment of KPMG LLP as independent auditor for 2004
3. a proposal to approve the Pfizer Inc. 2004 Stock Plan
4. a shareholder proposal requesting review of the economic effects of the HIV/AIDS, tuberculosis and malaria pandemics on the Company's business strategy
5. a shareholder proposal relating to an annual report on corporate resources devoted to supporting political entities or candidates
6. a shareholder proposal seeking to impose term limits on directors
7. a shareholder proposal requesting a report on increasing access to Pfizer products
8. a shareholder proposal on *in vitro* testing

The nominees for directors were elected based upon the following votes:

<b>Nominee</b>	<b>Votes For</b>	<b>Votes Withheld</b>
Michael S. Brown	6,402,288,172	116,943,283
M. Anthony Burns	6,330,740,631	188,490,824
Robert N. Burt	6,323,893,761	195,337,694
W. Don Cornwell	6,322,149,479	197,081,976
William H. Gray III	6,363,032,765	156,198,690
Constance J. Horner	6,356,677,577	162,553,878
William R. Howell	6,319,319,736	199,911,719
Stanley O. Ikenberry	6,355,798,076	163,433,379
George A. Lorch	6,370,298,296	148,933,159
Henry A. McKinnell	6,342,751,695	176,479,760
Dana G. Mead	6,400,020,991	119,210,464
Franklin D. Raines	6,393,181,305	126,050,150
Ruth J. Simmons	6,397,853,407	121,378,048
William C. Steere Jr.	6,354,309,397	164,922,058
Jean-Paul Vallès	6,245,477,022	273,754,433

The proposal to approve the appointment of KPMG LLP as independent auditors for 2004 received the following votes:

- 6,237,591,622 Votes for approval
  - 235,143,794 Votes against
  - 46,496,039 Abstentions
- There were no broker non-votes for this item.

The proposal to approve the Pfizer Inc. 2004 Stock Plan received the following votes:

- 4,716,082,472 Votes for approval
- 457,845,073 Votes against
- 62,929,951 Abstentions
- 1,282,373,959 Broker non-votes

The shareholder proposal requesting review of the economic effects of the HIV/AIDS, tuberculosis and malaria pandemics on the Company's business strategy received the following votes:

- 462,213,020 Votes for approval
- 4,268,874,397 Votes against
- 505,497,255 Abstentions
- 1,282,646,783 Broker non-votes

The shareholder proposal relating to an annual report on corporate resources devoted to supporting political entities or candidates received the following votes:

- 520,162,713 Votes for approval
- 4,244,239,467 Votes against
- 472,191,078 Abstentions
- 1,282,638,197 Broker non-votes

The shareholder proposal seeking to impose term limits on directors received the following votes:

- 177,708,514 Votes for approval
- 4,983,930,379 Votes against
- 74,976,525 Abstentions
- 1,282,616,037 Broker non-votes

The shareholder proposal requesting a report on increasing access to Pfizer products received the following votes:

- 238,610,025 Votes for approval
- 4,556,606,150 Votes against
- 441,397,254 Abstentions
- 1,282,618,026 Broker non-votes

The shareholder proposal on *in vitro* testing received the following votes:

- 104,385,062 Votes for approval
- 4,600,923,325 Votes against
- 511,908,466 Abstentions
- 1,302,014,602 Broker non-votes

Two additional shareholder proposals, one relating to political contributions and one relating to stock options, that were submitted for consideration at the Annual Meeting were not voted on because the respective shareholder proponents were not present at the meeting to introduce the proposals.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

- 1) Exhibit 3 - Restated Certificate of Incorporation of Pfizer Inc.
- 2) Exhibit 12 - Ratio of Earnings to Fixed Charges and Ratio of Earnings to Fixed Charges and Preferred Stock Dividends
- 3) Exhibit 15 - Accountants' Acknowledgment
- 4) Exhibit 31.1 - Certification by the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 5) Exhibit 31.2 - Certification by the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 6) Exhibit 32.1 - Certification by the Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 7) Exhibit 32.2 - Certification by the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(b) Reports on Form 8-K

We filed a report on Form 8-K during the first quarter ended March 28, 2004 on the following date for the purposes specified: On January 22, 2004, to report our financial results for the fourth quarter and year ended December 31, 2003.

January 1, 2006

RECEIVED  
JAN 3 12:49

**BY REGULAR & ELECTRONIC MAIL: [cfletters@sec.gov](mailto:cfletters@sec.gov)**

Office of the Chief Counsel  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F. Street, N.W.  
Washington, D.C. 20549

Re: Animal Welfare Proposal Submitted by Frank Randall  
for Inclusion in the 2007 Proxy Statement of Pfizer  
Inc.

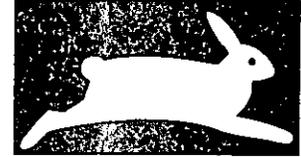
Financial Contribution Proposal Submitted by PETA  
for Inclusion in the 2007 Proxy Statement

Ladies and Gentlemen:

This letter is filed in response to two letters each dated December 21, 2006, submitted to the SEC by Pfizer Inc. ("Pfizer" or "the Company") concerning the referenced resolutions. The Company seeks to exclude a shareholder proposal submitted by Frank Randall, a supporting member of People for the Ethical Treatment of Animals ("PETA") and the owner of 1,500,000 shares of Pfizer stock. Mr. Randall's proposal relates to Animal Welfare and is substantively identical to the Animal Welfare resolution included in Pfizer's 2006 proxy materials. Mr. Randall has named the undersigned as his designated representative.

PETA's resolution relates to the Company's significant donation to universities in the United Kingdom aimed at affirmatively promoting the advancement of animal based testing. This resolution is substantively identical to the Financial Donation proposal included in Pfizer's 2006 proxy materials.

Pfizer asserts that both proposals should be omitted based on Rule 14a-8(i)(12)(i), asserting that each is substantially the same as a proposal submitted in 2004. Additionally, the Company argues that the Financial Donation proposal involves ordinary business operations. For the reasons which follow, Mr. Randall and PETA request that the SEC recommend enforcement action if either of the proposals is omitted.

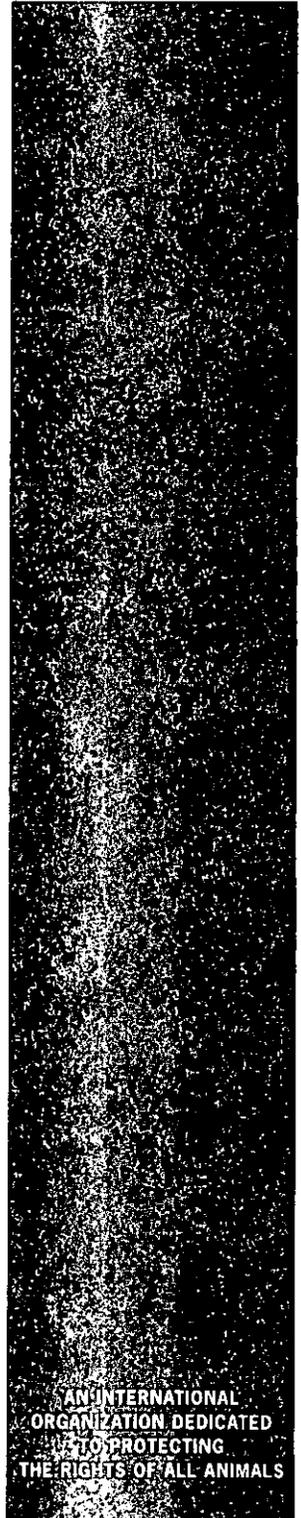


# PETA

PEOPLE FOR THE ETHICAL  
TREATMENT OF ANIMALS

501 FRONT ST.  
NORFOLK, VA 23510  
Tel. 757-622-PETA  
Fax 757-622-0457

PETA.org  
[info@peta.org](mailto:info@peta.org)



AN INTERNATIONAL  
ORGANIZATION DEDICATED  
TO PROTECTING  
THE RIGHTS OF ALL ANIMALS

## ***I. Description of Previous Resolutions Filed at Pfizer***

### ***A. 2004: "GTA5" Resolution***

PETA and its supporting members have filed shareholder resolutions at Pfizer for inclusion in the proxy materials for 2004, 2005, 2006 and 2007. The 2004 resolution, informally known as "Give the Animals Five" or "GTA5," asked that the Board i) commit to using internationally-accepted *in vitro* tests for assessing five specific human health endpoints, and ii) seek regulatory approval for using those five assays as total replacements for their animal based counterparts. This resolution was included in Pfizer's proxy materials and received less than 3% of the shareholder vote.

### ***B. 2005: Financial Donation Resolution***

In 2005, PETA and 21 of its members filed a resolution requiring Pfizer to cease making contributions for the advancement of animal testing, and rescind a seven figure donation previously made. It had been reported in the press that Pfizer donated significant sums of money to universities in the United Kingdom to affirmatively promote animal based testing, despite its public commitment to reducing and replacing animal testing. Pfizer filed a no action letter based on the ordinary business exclusion, in which the Staff concurred. Accordingly, this resolution was not included in the Company's proxy materials for that year.

### ***C. 2006: Financial Donation Resolution and Animal Welfare Resolution***

In 2006, two resolutions were filed at Pfizer by PETA and Frank and Joann Randall. PETA filed a resolution similar to the one filed in 2005 only instead of seeking direct cessation of vivisection-promoting donations, the resolution sought a report from the Company on the "justification for affirmatively contributing to the advancement of animal-based testing while publicly promoting an animal care Policy that affirmatively commits to the advancement of non-animal based test methodologies." Pfizer did not challenge the resolution and it received 5.3% of the shareholder vote. (Exh. A.)

Frank and Joann Randalls' 2006 resolution requested that the Board report to shareholders on the feasibility of amending its Animal Care and Use Policy to cover outside contractors, and to address the social and behavioral needs of those animals. This resolution, referred to as the "Animal Welfare" proposal, was filed at 12 pharmaceutical companies and received considerable shareholder support, obtaining as much as 25.4% of the vote at one pharmaceutical company.<sup>1</sup> Pfizer filed a no action letter in an attempt to omit this resolution arguing that it was vague and indefinite, and impossible to implement. The Staff ruled against Pfizer on all grounds. The resolution attained 6.4% of the vote, a fact which Pfizer fails to disclose in its no action letter of December 21, 2006. (See Exh. A.)

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<sup>1</sup> The Animal Welfare resolution was presented at Wyeth in April 2006 and received 25.4% of the vote.

To summarize:

- The GTA5 resolution was filed and included in Pfizer's 2004 proxy statement and garnered less than 3% of the vote.
- No resolution was included in Pfizer's 2005 proxy as the Staff concurred with the Company's position on the excludability of the proposal to ban donations aimed at the advancement of animal testing as ordinary business.
- In 2006, two resolutions were included in the proxy materials; the proposal relating to donations promoting vivisection and the Animal Welfare proposal. Pfizer sought a no action ruling to exclude the Animal Welfare proposal as vague, indefinite and beyond the Company's ability to implement, but the Staff did not concur. The Financial Donation proposal received 5.3% of the vote and the Animal Welfare resolution attained 6.4% of the vote. (Exh. A.)
- At no time did Pfizer ever take the position that any of these proposals was substantially similar to another.

## ***II. 2007: Animal Welfare Resolution, Financial Donation Resolution and Exporting Animal Experimentation***

Three resolutions have been filed at Pfizer for inclusion in the 2007 proxy materials. Two of them, namely the Animal Welfare resolution and the Financial Donation proposal are substantively identical to the resolutions filed and included in the 2006 proxy materials.<sup>2</sup>

### ***A. The Animal Welfare Resolution Attained 6.4% of the Vote in 2006 and Cannot Be Excluded***

The Animal Welfare proposal which was included in Pfizer's 2006 proxy statement is substantively identical to the Animal Welfare proposal presently under review. In other words, assuming *arguendo* that the current 2007 Animal Welfare proposal is substantially the same as the GTA5 resolution, then so was/is the 2006 Animal Welfare resolution. Since the 2006 resolution garnered 6.4% of the vote last year, and is the same as the 2007 resolution, it is not subject to being omitted even if it were substantially similar to the 2004 GTA5 resolution.

If Pfizer believed that the Animal Welfare resolution was substantially similar to the GTA5 resolution, the time to assert that challenge would have been in the Company's 2006 no action letter. It did not raise that objection, but rather filed a no action letter based on Rules 14a-8(i)(3) and (6) arguing that the proposal was vague and impossible to implement. The Staff did not concur and the resolution was put to a vote. That vote is now of record and was filed with the

---

<sup>2</sup> The third resolution, informally called the "Export Resolution," asks the Board to report on its rationale for "increasingly exporting the Company's animal experimentation to countries which have either non-existent or substandard animal welfare regulations and little or no enforcement." This resolution is being addressed in a separate opposition to Pfizer's no action letter of December 21, 2006.

SEC on the Company's Form 10-Q in May 2006. (See Exh. A.) This is a material fact -- indeed a fact governing the outcome of its petition -- that Pfizer deliberately failed to disclose to the Staff in its pending no action letter.

Rule 14a-8(i)(12)(ii) provides the following:

- (12) **Resubmissions:** If the proposal deals with substantially the same subject matter as another proposal or proposals that has or have been previously included in the company's proxy materials within the preceding 5 calendar years, a company may exclude it from its proxy materials for any meeting held within 3 calendar years of the last time it was included if the proposal received:
- (ii) Less than 6% of the vote on its last submission to shareholders if proposed twice previously within the preceding 5 calendar years;

The Staff discussed the Rule in Legal Bulletin No. 14 (July 13, 2001). In explaining step-by-step how the Rule operates, the Bulletin noted as follows:

[T]he company should look at the percentage of the shareholder vote that a proposal dealing with substantially the same subject matter received *the last time it was included*.

...

If the company included a proposal or proposals dealing with substantially the same subject matter twice in the preceding five calendar years, the company may exclude a proposal from this year's proxy materials under rule 14a-8(i)(12)(ii) if it received less than 6% of the vote *the last time that it was voted on*. [Emphasis supplied.]

The Staff rulings cited by Pfizer, namely *Abbott Laboratories* (Feb. 28, 2006), *Barr Pharmaceuticals* (Sept. 25, 2006), and *Merck & Co., Inc.* (Dec. 15, 2006) all rested on a comparison of the Animal Welfare resolutions filed in 2006 with the GTA5 resolutions filed a year earlier. In each of those cases, the subsequently filed Animal Welfare resolution failed to attain 6% of the vote, unlike the situation here. Accordingly, since the Animal Welfare resolution received over 6% of the vote in 2006, it cannot be omitted under Rule 14a-8(i)(12)(ii).

***B. The Financial Donation Resolution Is Neither Substantially the Same as the GTA5 Resolution, Nor Is it Related to Ordinary Business***

***1. The Proposal Is Not Excludable Under Rule 14a-8(i)(7)***

Pfizer argues that the proposal involves the conduct of its "ordinary business operations" and should be excluded under Delaware law as the State of incorporation.<sup>3</sup> However, the proposal

<sup>3</sup> As noted in Staff Legal Bulletin No. 14 (July 13, 2001) "Companies should provide a supporting opinion of counsel when the reasons for exclusion are based on matters of state ... law." No such opinion accompanied Pfizer's no action letter on this issue.

under review involves broad and significant social policy considerations, including the Company's inconsistent positions on animal based testing.

The Staff has repeatedly found that proposals "focusing on sufficiently significant social policy issues ... generally would not be considered to be excludable, because the proposals would transcend the day-to-day business matters and raise policy issues so significant that it would be appropriate for a shareholder vote." Exchange Act Release No. 40018 (May 21, 1998). Similarly, the Staff has noted that the presence of widespread public debate regarding an issue is a factor to be considered in deciding whether a proposal embraces issues that "transcend the day-to-day business matters." See *Transamerica Corporation* (Jan. 10, 1990), and *Aetna Life and Casualty Company* (Feb. 13, 1992).

The Proposal embraces social policy considerations, economic implications, and matters of public debate. First, it is plain on its face that a seven figure donation designed to promote animal testing, has economic implications. However the social policy implications are of the gravest concern.

Pfizer challenged a similar resolution in 2005 arguing that it should be excluded under the ordinary business exception, and the Staff concurred. However, that resolution required that Pfizer:

[M]ake no further donations or contribution designed to promote the advancement of animal testing and will rescind the donation made to UK universities to the extent legally permissible; if the contribution cannot be rescinded for legal reasons, the Company shall donate equivalent funds to promote non-animal based test methodologies.

The resolution under review requests that the Board "report to shareholders on the justification for specifically contributing to the advancement of animal-based testing while publicly promoting an Animal Care Policy that commits to the advancement of non-animal based test methods." The current resolution is the same as the one filed in 2006, which the Company *did not* challenge. (See page 2 section C above for the language in the 2006 resolution.)

Interestingly, the Company's opposition to the GTA5 resolution filed in 2004 proxy materials highlighted Pfizer's longstanding commitment to alternative methods, affirming that:

"We are committed to the principles embodied by the 3Rs of animal research: seeking alternatives that Reduce, Replace or Refine our work with animals when such alternatives are available and appropriate."

"Pfizer has always supported the use of *in vitro* alternatives ..."

"We approach all research involving animals with the highest level of humane concern."

“[W]e are already working with regulators in an effort to increase the use of alternative models where such alternatives can be used appropriately.”

In sum, this proposal is about corporate policy and corporate duplicity. It is about Pfizer's saying one thing and doing another -- giving lip service to support for alternative methods while funding *increased* experimentation on animals. It is about a Company publicly pronouncing its commitment to non-animal testing, and privately investing in the next generation of animal researchers. In short, it is about the policy of corporate honesty and integrity, and shareholders having a right not to be misled by the Company in which they have invested.

## 2. *The Proposal Is Not Similar to the GTA5 Proposal Filed in 2004.*

Again, it is rather telling that Pfizer never regarded the Financial Donation and the GTA5 resolutions as substantially similar until now. The Company could have made that argument in 2005 when it filed a no action letter based on three Rule 14a-8 exceptions. It could have made that argument last year when the Financial Donation resolution was again filed. But it did so on neither occasion, because the Company knows that the Financial Donation resolution is not in any way similar to the GTA5 proposal.

As discussed above, the rulings relied upon by Pfizer in arguing that the Financial Donation resolution is substantially similar to the GTA5 resolution are *Abbott Laboratories* (Feb. 28, 2006), *Barr Pharmaceuticals* (Sept. 25, 2006), and *Merck & Co., Inc.* (Dec. 15, 2006). Each of those decisions compared the Animal Welfare resolutions filed in 2006 and 2007 with the GTA5 resolution filed in previous years, and concluded they were substantially similar. While PETA respectfully disagrees with the Staff's position, the fact is that each decision found that the Animal Welfare resolution was excludable because it was substantially similar to the GTA5 resolution. *No decision* has addressed the Financial Donation resolution under Rule 14a-8(i)(12).

The Financial Donation resolution is about Pfizer's published *Guidelines and Policy on Laboratory Animal Care*, contrasted with its funding the next generation of vivisection, and the apparent disconnect between what the Company says and what in fact it does. This raises serious issues with respect to Pfizer's corporate stewardship, integrity, and honesty toward the shareholder community.

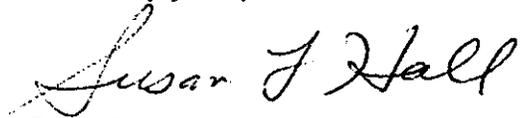
The GTA5 resolution called on Pfizer to actively commit to using five *in vitro* methods and seek regulatory approval to do so, while the Financial Donation resolution is exclusively policy based. If the Financial Donation resolution is substantially similar to the GTA5, then *any* resolution relating in any way, however remotely or indirectly, to animal testing, is subject to being derailed by Rule 14a-8(i)(12). That is not consistent with either the spirit or the letter of the Rule.

### *Conclusion:*

Neither Frank Randall's Animal Welfare resolution, nor PETA's Financial Donation resolution is excludable under Rule 14a-8. The Animal Welfare proposal received 6.4% of the vote the last time it was included in the Company's proxy materials. The Financial Donation resolution is

distinctly different from the GTA5 resolution and addresses policy issues that override the ordinary business exclusion. Accordingly, we urge the Staff not to concur in the Company's petition.

Very truly yours,

A handwritten signature in cursive script that reads "Susan L. Hall". The signature is written in black ink and is positioned above the typed name and title.

Susan L. Hall  
Legal Counsel

SLH/pc

cc: M. Foran via fax to (212) 573-1853  
Frank Randall

# **EXHIBIT A**

Legal Division  
Pfizer Inc  
235 East 42nd Street  
New York, NY 10017-5755  
Tel 212 733 4802 Fax 212 573 1853



Margaret M. Foran  
Senior Vice President-Corporate Governance,  
Associate General Counsel & Corporate Secretary

May 5, 2006

Mr. and Mrs. Frank Randall  
511 Via Lido Sound  
Newport Beach, CA 92662

Re: Proposal Requesting a Report on the Feasibility of Amending Pfizer's  
Corporate Policy on Laboratory Animal Care and Use

Dear Mr. and Mrs. Randall:

Thank you for submitting your proposal to Pfizer in connection with our 2006 Annual Meeting. Final voting results will be included in the Form 10-Q that will be filed with the SEC on May 8, 2006. In the event you have not yet seen the results, we would like you to know that 6.4% of shareholders voted for your proposal and 93.6% voted against it. Please note, under Pfizer's By-laws, abstentions and "broker non-votes" are not counted as "votes cast," therefore, neither would count in determining whether the required vote had been obtained.

We appreciate your strong engagement in this issue, as evidenced by the considerable amount of time you spent preparing and submitting the proposal. As a result of your efforts, we have achieved greater insight on this matter.

If I can be of any further assistance to you in the coming months, please feel free to contact me directly.

Sincerely,

A handwritten signature in cursive script that reads "Margaret M. Foran".

Margaret M. Foran

cc: Dr. Henry A. McKinnell  
✓ Ms. Leana Stormont - People for the Ethical Treatment of Animals  
Ms. Jessica Sandler - People for the Ethical Treatment of Animals

Legal Division  
Pfizer Inc  
235 East 42nd Street  
New York, NY 10017-5755  
Tel 212 733 4802 Fax 212 573 1853



**Margaret M. Foran**  
Senior Vice President-Corporate Governance,  
Associate General Counsel & Corporate Secretary

May 5, 2006

Ms. Leana Stormont, Esq.  
People for the Ethical Treatment of Animals  
Research & Investigations Department  
501 Front Street  
Norfolk, VA 23510

Re: Proposal Requesting Justification for Financial Contributions which  
Advance Animal-Based Testing Methodologies

Dear Ms. Stormont:

Thank you for submitting your proposal to Pfizer in connection with our 2006 Annual Meeting. Final voting results will be included in the Form 10-Q that will be filed with the SEC on May 8, 2006. In the event you have not yet seen the results, we would like you to know that 5.3% of shareholders voted for your proposal and 94.7% voted against it. Please note, under Pfizer's By-laws, abstentions and "broker non-votes" are not counted as "votes cast," therefore, neither would count in determining whether the required vote had been obtained.

We also wish to express our thanks for your thoughtful and informed dialogue prior to the meeting. We appreciate your strong engagement in this issue, as evidenced by the considerable amount of time you spent in preparing the proposal, writing correspondence, attending meetings and holding telephone conversations with us. As a result of your efforts, we have achieved greater insight on this matter.

If I can be of any further assistance to you in the coming months, please feel free to contact me directly.

Sincerely,

A handwritten signature in cursive script that reads "Margaret M. Foran".

Margaret M. Foran

cc: Dr. Henry A. McKinnell  
Ms. Jessica Sandler - People for the Ethical Treatment of Animals

Legal Division  
Pfizer Inc  
235 East 42nd Street  
New York, NY 10017  
Tel 212 733 4802 Fax 212 573 1853



February 8, 2007

Margaret M. Foran  
Senior Vice President-Corporate Governance,  
Associate General Counsel & Corporate Secretary

2007 FEB -9 AM 11:14  
RECEIVED  
OFFICE OF CHIEF COUNSEL  
DIVISION OF CORPORATION FINANCE

**VIA HAND DELIVERY**

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Re: *Withdrawal of No-Action Letter Request Regarding the Shareholder  
Proposal of Frank R. Randall;  
Exchange Act of 1934—Rule 14a-8*

Ladies and Gentlemen:

In a letter dated December 21, 2006, we requested that the staff of the Division of Corporation Finance (the "Staff") concur that Pfizer Inc. ("Pfizer") could properly exclude from its proxy materials for its 2007 Annual Shareholders Meeting a shareholder proposal received from Frank R. Randall (the "Proposal"), naming Susan L. Hall as his designated representative.

Pfizer has decided to include the Proposal in its proxy materials. Therefore, we hereby withdraw the December 21, 2006, no-action request relating to Pfizer's ability to exclude the Proposal pursuant to Rule 14a-8 under the Securities Exchange Act of 1934. Please contact me at (212) 733-4802 with any questions in this regard.

Sincerely,

*Margaret M. Foran* /EAT  
Margaret M. Foran

cc: Susan L. Hall, People for the Ethical Treatment of Animals

END