

PFIZER INC  
Form 8-K  
October 24, 2008

**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): October 23, 2008

**PFIZER INC.**

(Exact name of registrant as specified in its charter)

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

Registrant's telephone number, including area code:  
(212) 573-2323

**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 (see General Instruction A.2. below):

- 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 5.03**      **Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

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On October 23, 2008, the Board of Directors of Pfizer Inc. (the "Company") approved certain amendments to the Company's By-laws as, follows:

The By-laws were amended to change Article I, Section 9 (Special Meetings) to provide that the Chair of the Board or the Secretary shall call a special meeting of the stockholders at the request in writing of one or more record holders of the Company's stock representing in the aggregate not less than twenty-five percent (25%) of the total number of shares of stock entitled to vote on the matter or matters to be brought before the proposed special meeting.

The By-laws were be amended to make related and conforming changes to Article II, Section 1 (Number; Election; Term); Article II, Section 12 (Eligibility to Make Nominations); and Article II, Section 13 (Procedure for Nominations by Stockholders).

The preceding is qualified in its entirety by reference to the Company's amended and restated By-laws, which are attached hereto as Exhibit 3.1 and are incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

Exhibit 3.1 Pfizer Inc. By-laws, as amended on October 23, 2008.

**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/ Lawrence A. Fox

Lawrence A. Fox

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

Dated: October 24, 2008

**EXHIBIT INDEX**

**Exhibit No. Description**

3.1 Pfizer Inc. By-laws, as amended on October 23, 2008.