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ENCYSIVE PHARMACEUTICALS INC
Form SC 13D
April 11, 2008

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

SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934

ENCYSIVE PHARMACEUTICALS INC.

(Name of Issuer)

Common Stock, par value \$0.005 per share

(Title of class of securities)

29256X107

(CUSIP number)

Margaret M. Foran, Esq.
Pfizer Inc.
235 East 42nd Street
New York, NY 10017
Phone (212) 573-2323

with a copy to:

Raymond O. Gietz, Esq.
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153

(Name, address and telephone number of person authorized
to receive notices and communications)

April 1, 2008

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box ☐.

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CUSIP No. 226406106

13D

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1. NAME OF REPORTING PERSON: PFIZER INC.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) ☒

(b) ☐

3. SEC USE ONLY

4. SOURCE OF FUNDS: WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e): ☐

6. CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

7. SOLE VOTING POWER: 67,688,555
(See Item 5)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER: -0-

9. SOLE DISPOSITIVE POWER: 67,688,555
(See Item 5)

10. SHARED DISPOSITIVE POWER: -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 67,688,555
(See Item 5)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: ☐

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 83.61%
(See Item 5)

14. TYPE OF REPORTING PERSON: CO

CUSIP No. 226406106

13D

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1. NAME OF REPORTING PERSON: EXPLORER ACQUISITION CORP.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) ☒

(b) ☐

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3. SEC USE ONLY

4. SOURCE OF FUNDS: AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e): ☐

6. CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

	7. SOLE VOTING POWER:	67,688,555 (See Item 5)
NUMBER OF	8. SHARED VOTING POWER:	-0-
SHARES	9. SOLE DISPOSITIVE POWER:	67,688,555 (See Item 5)
BENEFICIALLY	10. SHARED DISPOSITIVE POWER:	-0-
OWNED BY		
EACH		
REPORTING		
PERSON WITH		

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 67,688,555
(See Item 5)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: ☐

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 83.61%
(See Item 5)

14. TYPE OF REPORTING PERSON: CO

This statement on Schedule 13D is filed by Pfizer Inc. ("Pfizer"), and its wholly-owned subsidiary, Explorer Acquisition Corp. ("Explorer" or the "Purchaser"), and relates to the common stock, including the associated preferred stock purchase rights ("Common Stock"), \$0.005 par value per share, of Encysive Pharmaceuticals Inc., a Delaware corporation ("Encysive" or the "Company").

ITEM 1. SECURITY AND ISSUER.

The title and class of equity securities to which this statement on Schedule 13D relates is the Common Stock of the Company. The Company's principal executive offices are located at 4848 Loop Central Drive, Suite 700 Houston, Texas 77081.

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ITEM 2. IDENTITY AND BACKGROUND.

(a) - (c) and (f) This statement on Schedule 13D is being filed by Pfizer, a Delaware corporation, and Explorer, a Delaware corporation. Pfizer and Explorer are sometimes herein referred to collectively as the "Reporting Persons," and each as a "Reporting Person." The principal executive offices of Pfizer and Explorer are located at 235 East 42nd Street, New York, NY 10017. Pfizer is a research-based, global pharmaceutical company. Explorer was formed by Pfizer to acquire Encysive and has not conducted any unrelated activities since its organization.

Set forth on Schedule I to this statement on Schedule 13D and incorporated herein by reference is the following information with respect to each director and executive officer of Pfizer and Explorer:

- (1) name;
- (2) business address;
- (3) principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted; and
- (4) citizenship

(d) - (e) During the past five years, neither of the Reporting Persons nor, to the best knowledge of the Reporting Persons, any of the directors and executive officers of the Reporting Persons, (1) has been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors) or (2) was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding were or are subject to a judgment, decree or final order enjoining future violations of, or prohibited or mandating activities subject to, U.S. federal and state securities laws or finding any violations with respect to such laws.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

The information set forth in Section 9 entitled "Source and Amount of Funds" of the Offer to Purchase (as defined in Item 4) is incorporated herein by reference.

ITEM 4. PURPOSE OF TRANSACTION.

- (a) - (j) The Reporting Persons and Encysive entered into an Agreement

and Plan of Merger, dated February 20, 2008 (the "Merger Agreement"), for the purposes of the Reporting Persons' acquisition of all of the issued and outstanding shares of Common Stock (the "Shares"). Pursuant to the Merger Agreement, Pfizer and Explorer commenced a tender offer (the "Offer") to purchase all of the outstanding Shares at a purchase price of \$2.35 per Share, net to the seller in cash, without interest and less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to

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Purchase, dated March 4, 2008 (the "Offer to Purchase"), incorporated by reference from Exhibit (a)(1)(A) of the Tender Offer Statement on Schedule TO filed by Explorer and Pfizer with the Securities and Exchange Commission (the "Commission") on March 4, 2008 (as amended, the "Schedule TO"), and the related Letter of Transmittal, incorporated by reference from Exhibit (a)(1)(B) of the Schedule TO. After consummation of the Offer, the Merger Agreement provides that Explorer will be merged (the "Merger") with and into Encysive, with Encysive surviving the Merger as a wholly-owned subsidiary of Pfizer. Each Share outstanding immediately prior to the effective time of the Merger (other than Shares held by Encysive, Pfizer or their wholly-owned subsidiaries, all of which will be cancelled and retired and shall cease to exist, or by stockholders who exercise appraisal rights under Delaware law), will be converted in the Merger into the right to receive \$2.35 per Share, without interest and less any required withholding taxes.

The information set forth in the sections of the Offer to Purchase entitled "Summary Term Sheet," "Introduction," "Price Range of Shares; Dividends," "Certain Effects of the Offer," "Background of the Offer; Past Contacts or Negotiations," "Purpose of the Offer; Plans for Encysive," "The Merger Agreement" and "Dividends and Distributions" is incorporated herein by reference.

Except as set forth in this statement (including any information incorporated by reference) and in connection with the transaction described above, none of the Reporting Persons has any plan or proposal that related to or would result in any of the transactions described in subparagraphs (a) through (j) of Item 4 to the Schedule 13D.

ITEM 5. INTERESTS IN THE SECURITIES OF THE PURCHASER.

(a) and (b) As a result of purchases of Shares pursuant to the Offer, on April 11, 2008, Pfizer and Explorer beneficially own an aggregate 67,688,555 shares (the "Shares") of Common Stock, representing 83.61% of the outstanding shares of Common Stock (based upon 80,955,060 Shares issued and outstanding as of March 28, 2008, as reported to the Reporting Persons by Encysive). Pfizer and Explorer each have sole voting and dispositive power of all the Shares by virtue of the fact that Explorer, the record holder of the Shares, is a wholly-owned subsidiary of Pfizer.

(c) On April 1, 2008, Explorer accepted 61,765,295 Shares for purchase, representing the number of Shares properly tendered and not withdrawn as of the initial expiration date for the Offer (excluding Shares subject to notices of guaranteed delivery). Pursuant to the subsequent offering period that is scheduled to expire on April 14, 2008 at 5:00 p.m., New York City time, as well as Shares delivered pursuant to notices of guaranteed delivery, Explorer purchased the following number of Shares on the following dates at the offer price of \$2.35 per Share:

DATE:	NUMBER OF SHARES:
April 1, 2008	166,666
April 2, 2008	914,512

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April 3, 2008	1,809,663
April 4, 2008	576,170
April 7, 2008	2,203,420
April 8, 2008	29,407
April 9, 2008	12,628
April 10, 2008	210,794

(d) Except as set forth in this Schedule 13D, none of the Reporting Parties has the right to receive or the power to direct the receipt of dividends from, or the proceeds of the sale of, securities covered by the Schedule 13D.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

The information provided in Item 4 of this Schedule 13D is incorporated herein by reference.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit No.	Description
Exhibit 1	Agreement and Plan of Merger dated as of February 20, 2008 among Encysive Pharmaceuticals Inc., Pfizer Inc. and Explorer Acquisition Corp. (incorporated herein by reference to Exhibit (d)(1) to the Schedule TO filed by Pfizer Inc. with the Securities and Exchange Commission on March 4, 2008, as amended).
Exhibit 2	Offer to Purchase dated as of March 4, 2008 (incorporated herein by reference to Exhibit (a)(1)(A) to the Schedule TO filed by Pfizer Inc. with the Securities and Exchange Commission on March 4, 2008, as amended).
Exhibit 3	Form of Letter of Transmittal dated as of March 4, 2008 (incorporated herein by reference to Exhibit (a)(1)(B) to the Schedule TO filed by Pfizer Inc. with the Securities and Exchange Commission on March 4, 2008, as amended).

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 11, 2008

PFIZER INC.

By: /s/ David Reid

Name: David Reid

Title: Assistant Secretary

EXPLORER ACQUISITION CORP.

By: /s/ Lawrence Miller

Name: Lawrence R. Miller

Title: Vice President

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SCHEDULE I

DIRECTORS AND EXECUTIVE OFFICERS OF EXPLORER AND PFIZER

1. DIRECTORS AND EXECUTIVE OFFICERS OF EXPLORER.

The name, business address, present principal occupation or employment and material occupations, positions, offices or employment for the past five years of each of the directors and executive officers of Explorer are set forth below. The business address and phone number of each such director and executive officer is c/o Pfizer Inc., 235 East 42nd Street, New York, New York 10017, (212) 733-2323. Unless otherwise noted, all directors and executive officers listed below are citizens of the United States.

NAME AND POSITION

PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT

David Reid
Director

Senior Vice President and Managing Director,
Pfizer Inc.'s Legal Division. Mr. Reid has

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lead the Licensing, Mergers and Acquisitions and Antitrust Center of Excellence in Pfizer's Legal Division since 2003 and oversees a number of other functions. Mr. Reid is currently serving as Pfizer's Interim General Counsel. Prior to joining Pfizer in 1997, he was a partner at the law firm of Allen & Overy.

Douglas E. Giordano
President

Vice President, Worldwide Business Development, Pfizer Inc. since April 2007; Vice President, US Planning and Business Development, Pfizer Inc., July 2005-March 2007; Senior Director/Team Leader, US Planning and Business Development, Pfizer Inc., January 2003-June 2005; Director/Team Leader, US Planning and Business Development, Pfizer Inc., January 2000-December 2002.

Lawrence R. Miller
Director
Vice President

Assistant General Counsel, Licensing and Business Development, Pfizer Inc., since June 2006; Vice President and General Counsel, Enzon Pharmaceuticals, Inc., July 2005- May 2006; Senior Corporate Counsel, Pfizer Inc., November 2002-July 2005; Corporate Counsel, Pfizer Inc., October 2000-November 2002.

Joanne Smith-Farrell
Vice President

Senior Director, Business Development, Pfizer Inc. since September 2007; Senior Vice President, Business Development and Licensing, Gene Logic Inc., February 2007-August 2007; Vice President, Corporate Development and Strategy, Gene Logic Inc., December 2004-February 2007; Senior Director, Strategic Marketing, Gene Logic Inc., November 2003-December 2004; President and CEO, emGene, Inc., August 2001-November 2003.

Susan Glimcher
Vice President

Tax Counsel, Pfizer Inc., since October 2001.

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NAME AND POSITION

PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT

Susan Grant
Secretary

Senior Manager-Corporate Governance, Pfizer Inc. since April 2006. Assistant Secretary of Pfizer since April 2003. Employed by Pfizer since June 2000 in various positions of increasing responsibility within the Corporate Governance group.

Kathleen R. O'Connell
Vice President
Treasurer

Director, International Treasury, Pfizer Inc since 1995; Director, Cash Management, Pfizer Inc 1993-1995; Manager & Senior Manager, International Treasury, Pfizer Inc. 1988-1993; Senior Auditor, Pfizer Inc, 1986-1988.

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2. DIRECTORS AND EXECUTIVE OFFICERS OF PFIZER

The name, business address, present principal occupation or employment and material occupations, positions, offices or employment for the past five years of each of the directors and executive officers of Pfizer are set forth below. The business address and phone number of each such director and executive officer is Pfizer Inc., 235 East 42nd Street, New York, New York 10017, (212) 733-2323. All directors and executive officers listed below are citizens of the United States.

NAME AND POSITION	PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT AND EMPLOYMENT HISTORY
Dennis A. Ausiello, M.D. Director	The Jackson Professor of Clinical Medicine at Harvard Medical School and Chief of Medicine at Massachusetts General Hospital since 1996. President of the Association of American Physicians since 2006. Member of the Institute of Medicine of the National Academy of Sciences and a Fellow of the American Academy of Arts and Sciences. Director of MicroCHIPS (drug delivery technology) and Advisor to the Chairman of the Board of TIAX (formerly Arthur D. Little). A Director of Pfizer Inc. since December 2006.
Michael S. Brown, M.D. Director	Distinguished Chair in Biomedical Sciences from 1989 and Regental Professor from 1985 at the University of Texas Southwestern Medical Center at Dallas. Co-recipient of the Nobel Prize in Physiology or Medicine in 1985 and the National Medal of Science in 1988. Member of the National Academy of Sciences, the Institute of Medicine and Foreign Member of the Royal Society (London). Director of Regeneron Pharmaceuticals, Inc. A Director of Pfizer Inc. since 1996.

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NAME AND POSITION	PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT AND EMPLOYMENT HISTORY
M. Anthony Burns Director	Chairman Emeritus since May 2002, Chairman of the Board from May 1985 to May 2002, Chief Executive Officer from January 1983 to November 2000, and President from December 1979 to June 1999 of Ryder System, Inc., a provider of transportation and logistics services. Director of The Black & Decker Corporation, J.C. Penney Company, Inc. and J.P. Morgan Chase & Co. Trustee of the University of Miami. A director of Pfizer Inc. since 1988.
Robert N. Burt Director	Retired Chairman and Chief Executive Officer of FMC Corporation, a company that manufactures chemicals and FMC Technologies, Inc., a company that manufactures machinery. Mr. Burt was Chairman of the Board of FMC Corporation from

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1991 to December 2001, its Chief Executive Officer from 1991 to August 2001 and a member of its Board of Directors since 1989. He was Chairman of the Board of FMC Technologies, Inc., from June 2001 to December 2001 and its Chief Executive Officer from June 2001 to August 2001. Director of Phelps Dodge Corporation and Janus Capital Group, Inc. Life Trustee of the Rehabilitation Institute of Chicago and Chicago Symphony Orchestra, and Director of the Chicago Public Education Fund. A director of Pfizer Inc. since June 2000.

W. Don Cornwell
Director

Chairman of the Board and Chief Executive Officer since 1988 of Granite Broadcasting Corporation, a group broadcasting company. Director of Avon Products, Inc. and CVS Corporation. Also a Director of Wallace-Reader's Digest Funds and the Telecommunications Development Fund. Trustee of Big Brothers/Sisters of New York and Mt. Sinai University Medical Center. A director of Pfizer Inc. since February 1997.

William H. Gray III
Director

President and Chief Executive Officer of The College Fund/UNCF, an educational assistance organization, since 1991. Mr. Gray served as a Congressman from the Second District of Pennsylvania from 1979 to 1991, and at various times during his tenure, served as Budget Committee Chair and House Majority Whip. Director of Dell Computer Corporation, Electronic Data Systems Corporation, J.P. Morgan Chase & Co., Prudential Financial, Inc., Rockwell Automation Inc., Viacom Inc. and Visteon Corporation. A director of Pfizer Inc. since June 2000.

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NAME AND POSITION

PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT AND
EMPLOYMENT HISTORY

Constance J. Horner
Director

Guest Scholar since 1993 at The Brookings Institution, an organization devoted to nonpartisan research, education and publication in economics, government and foreign policy and the social sciences. Commissioner of the U.S. Commission on Civil Rights from 1993 to 1998. Served at the White House as Assistant to President George H.W. Bush and as Director of Presidential Personnel from August 1991 to January 1993. Deputy Secretary, U.S. Department of Health and Human Services from 1989 to 1991. Director of the U.S. Office of Personnel Management from 1985 to 1989. Director of Ingersoll-Rand Company Limited and Prudential Financial, Inc.; Fellow, National

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Academy of Public Administration; Trustee, Annie E. Casey Foundation; Director of National Association of Corporate Directors, Member of the Board of Trustees of the Prudential Foundation, Member, U.S. Department of Defense Advisory Committee on Women in the Services. A director of Pfizer Inc. since 1993.

William R. Howell
Director

Chairman Emeritus of J.C. Penney Company, Inc., a provider of consumer merchandise and services through department stores, catalog departments and the Internet, since 1997. Chairman of the Board and Chief Executive Officer of J.C. Penney Company, Inc. from 1983 to 1997. Director of American Electric Power Company, Deutsche Bank Trust Company Americas, ExxonMobil Corporation, Halliburton Company, The Williams Companies, Inc. and Viseon, Inc. A director of Pfizer Inc. since June 2000.

Suzanne Nora Johnson
Director

Retired Vice Chairman, Goldman Sachs Group, Inc., since January 2007. During her 21 year tenure with Goldman Sachs, Mrs. Johnson served in various leadership roles, including Head of the firm's Global Healthcare Business, Head of Global Research and Chair of the Global Markets Institute. Director of Intuit and VISA. Board member of the American Red Cross, Brookings Institution, the Carnegie Institution of Washington and the University of Southern California. A Director of Pfizer Inc. since September 2007.

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NAME AND POSITION

PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT AND EMPLOYMENT HISTORY

James M. Kilts
Director

Founding Partner, Centerview Partners Management, LLC, a financial advisory firm, since 2006. Vice Chairman, The Procter & Gamble Company, 2005-2006. Chairman and Chief Executive Officer, The Gillette Company, 2001-2005 and President, The Gillette Company, 2003-2005. President and Chief Executive Officer, Nabisco Group Holdings Corporation, January 1998 until it's acquisition by Philip Morris Companies, now Altria, in December 1999. Director of The New York Times Company, Metropolitan Life Insurance Company and Meadwestvaco Corporation. Trustee of Knox College and the University of Chicago, and a member of the Board of Overseers of Weill Cornell Medical College. A Director of Pfizer Inc. since September 2007 and a member of our Compensation Committee.

George A. Lorch

Chairman Emeritus of Armstrong Holdings, Inc.,

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Director	a global company that manufactures flooring and ceiling materials, since August 2000. Chairman and Chief Executive Officer of Armstrong Holdings, Inc. from May 2000 to August 2000, and its President and Chief Executive Officer from September 1993 to May 1994. Chairman of Armstrong World Industries, Inc. from May 1994 to May 2000, its President and Chief Executive Officer from September 1993 to May 2000, and a Director from 1988 to November 2000. On December 6, 2000, Armstrong World Industries Inc. filed for voluntary reorganization under Chapter 11 of the U.S. Bankruptcy Code. Director of Autoliv, Inc., Household International, Inc. and The Williams Companies. A director of Pfizer Inc. since June 2000.
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NAME AND POSITION	PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT AND EMPLOYMENT HISTORY
Dana G. Mead Director	Chairman of Massachusetts Institute of Technology since July 1, 2003. Retired Chairman and Chief Executive Officer of Tenneco, Inc. Chairman and Chief Executive Officer of Tenneco, Inc. from 1994 to 1999. Chairman of two of the successor companies of the Tenneco conglomerate, Tenneco Automotive Inc. and Pactiv Corporation, global manufacturing companies with operations in automotive parts and packaging, from November 1999 to March 2000. Director of Zurich Financial Services. Chairman of the Board of the Ron Brown Award for Corporate Leadership. Chairman of the Massachusetts Institute of Technology Corporation and a Lifetime Trustee of the Association of Graduates, U.S. Military Academy, West Point. Former Chairman of the Business Roundtable and of the National Association of Manufacturers. A director of Pfizer Inc. since 1998.
William C. Steere, Jr. Director	Chairman Emeritus of Pfizer Inc. since July 2001. Chairman of Pfizer's Board from 1992 to April 2001 and Pfizer's Chief Executive Officer from February 1991 to December 2000. Director of Dow Jones & Company, Inc., Health Management Associates, Inc., MetLife, Inc. and Minerals Technologies Inc. Director of the New York University Medical Center and the New York Botanical Garden. Member of the Board of Overseers of Memorial Sloan-Kettering Cancer Center. A director of Pfizer Inc. since 1987.
Jeffrey B. Kindler	Chairman of the Board and Chief Executive

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Chief Executive Officer and Chairman	Officer of Pfizer Inc. since 2006. Mr. Kindler was previously Senior Vice President and General Counsel of Pfizer Inc. from January 2002 to 2006. Prior to joining Pfizer, Mr. Kindler served as Chairman of Boston Market Corporation, a food service company owned by McDonald's Corporation, from 2000 to 2001, and President of Partner Brands, also owned by McDonald's, during 2001. He was Executive Vice President, Corporate Relations and General Counsel of McDonald's Corporation from 1997 to 2001, and from 1996 to 1997 served as that company's Senior Vice President and General Counsel. Mr. Kindler was elected to the Board of Directors and appointed Chairman of the Executive Committee effective July 31, 2006.
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NAME AND POSITION	PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT AND EMPLOYMENT HISTORY
Frank A. D'Amelio Senior Vice President and Chief Financial Officer	Senior Vice President and Chief Financial Officer of Pfizer Inc. since September 2007. Mr. D'Amelio served as Chief Administrative Officer and Senior Executive Vice President Integration of Alcatel-Lucent since December 2006; Chief Operating Officer of Lucent Technologies from January 2006 through November 2006; and Executive Vice President, Administration, and Chief Financial Officer of Lucent Technologies from May 2001 until January 2006. Mr. D'Amelio began his career in 1979 at Bell Labs, where he held a variety of financial, accounting and general management positions.
Ian C. Read Senior Vice President; President, Worldwide Pharmaceutical Operations	Senior Vice President; President, Worldwide Pharmaceutical Operations, since August 2006. Mr. Read has held various positions of increasing responsibility in pharmaceutical operations. He previously served as Area President, Europe, Canada, Africa and Middle East, Senior Vice President of the Pfizer Pharmaceuticals Group, and Executive Vice President of Europe and Canada. In July 2002 he was appointed President-Europe and Canada. Mr. Read served as President of the Latin American region and was elected a Vice President of Pfizer Inc. in April 2001. Mr. Read, a member of the Pfizer Executive Leadership Team, joined Pfizer Inc. in 1978.
Richard H. Bagger Senior Vice President, Worldwide Public Affairs and Policy	Senior Vice President, Worldwide Public Affairs and Policy, since August 2006. Since joining Pfizer in 1993, Mr. Bagger has held various positions of increasing responsibility in Pfizer's Corporate Affairs Division. He was promoted to Vice President, Government Relations

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in 2002 and to Senior Vice President, Government Relations in 2003. He assumed additional responsibility for Public Affairs and Policy in 2005. Prior to joining Pfizer, he was Assistant General Counsel of Blue Cross and Blue Shield of New Jersey and previously practiced law with the firm of McCarter and English. Mr. Bagger also served in both houses of the New Jersey legislature.

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NAME AND POSITION	PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT AND EMPLOYMENT HISTORY
Joseph M. Feczko Senior Vice President and Chief Medical Officer	Senior Vice President and Chief Medical Officer of Pfizer Inc. since August 2006. Dr. Feczko has held various positions of increasing responsibility in research and development and medical and regulatory operations. After four years as Medical Director at Glaxo's Research & Development headquarters in London, Dr. Feczko returned to Pfizer in 1996 and was promoted to the position as Senior Vice President, Medical and Regulatory Operations for Global Pharmaceuticals. He became Chief Medical Officer in 2002. Dr. Feczko, who is board-certified in Internal Medicine and a specialist in infectious diseases, originally joined Pfizer in 1982.
Martin Mackay Senior Vice President; President, Pfizer Global Research & Development	Senior Vice President; President of Pfizer Global Research & Development since October 2007. Early in 2007, he was named Vice President, Pfizer Global Research & Development, Head of Worldwide Development. In 2003, he held the position of Senior Vice President, Head of Worldwide Research and Technology. In 1999, he was the Senior Vice President, Head of Worldwide Discovery. In 1998, he held the position of Vice President, UK Discovery and, in 1997, he was the Senior Director, Head of Biology. Dr. Mackay joined Pfizer in 1995.
Mary McLeod Senior Vice President, Worldwide Human Resources	Senior Vice President of Pfizer's Worldwide Human Resources, since April 2007. Ms. McLeod served in this role on an interim basis from January to April while she was a consultant at Korn Consulting Group. Prior to that, she led Human Resources for Symbol Technologies from 2005 to 2007 and was the head of Human Resources for Charles Schwab, from 2001 to 2004. From 1999 to 2001, she was Vice President-Human Resources for Cisco Systems and prior to that, Vice President of Human Resources for General Electric Company from 1992 to 1997.

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Natale S. Ricciardi
Senior Vice President;
President, Pfizer Global
Manufacturing

Senior Vice President; President, Pfizer Global Manufacturing since October 2004. He held a number of positions of increasing responsibility in manufacturing before being named U.S. Area Vice President/Team Leader for Pfizer Global Manufacturing in 1999. Mr. Ricciardi joined us in 1972. He is a Director of Mediacom Communications Corp.

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NAME AND POSITION

PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT AND EMPLOYMENT HISTORY

Sally Susman
Senior Vice President -
Worldwide Communications, and
Chief Communications Officer

Senior Vice President - Worldwide Communications and Chief Communications Officer since February 2008. Prior to joining Pfizer, Ms. Susman held senior level positions at The Estee Lauder Companies, including Executive Vice President from December 2004 to January 2008 and Senior Vice President - Global Communications from September 2000 through November 2004. Earlier in her career, Ms. Susman was responsible for all of American Express International's internal communications and governmental affairs and spent eight years in government service focused on international trade issues.

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