

PHARMACIA CORP /DE/
 Form 5
 February 15, 2002

 OMB APPROVAL

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- FORM 5
- Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 - Form 3 Holdings Reported
 - Form 4 Transactions Reported

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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

| | | | |
|--|---------|----------|---|
| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker |
| MacMillan, | Stephen | | Pharmacia Corporation |
| (Last) | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) |
| 100 Route 206 North | | | |
| (Street) | | | |
| Peapack, | NJ | 07977 | |
| (City) | (State) | (Zip) | |

6. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

Director 10% Owner

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X Officer (give title below) Other (specify below)

Sector Vice President

7. Individual or Joint/Group Reporting (check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans- action Date (Month/ Day/ Year) | 3. Trans- action Code (Instr. 8) | 4. Securities or Disposed (Instr. 3, Amount |
|------------------------------------|---|---|--|
|------------------------------------|---|---|--|

Common

Common

| 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|---|
| 19,350 | D | |
| 705 (1) | I | Savings Plans |

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*If the form is filed by more than one reporting person, see instruction 4(b)(v).

(Over)
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FORM 5 (continued)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date and (Mo) |
|---|--|---|--|---|-----|------------------|
| | | | | (A) | (D) | |
| Option (right to buy) | \$49.10 | 04/02/2011 | A | 2,036 | | (2) |
| Option (right to buy) | \$49.10 | 04/02/2011 | A | 97,964 | | (3) |
| Option (right to buy) | \$45.10 | | | | | (4) |
| Option (right to buy) | \$51.59 | | | | | (3) |
| ----- | | | | | | |
| ----- | | | | | | |
| ----- | | | | | | |
| ----- | | | | | | |
| 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned at End of | 10. Ownership of Derivative Security: Direct (D) or Indirect (I) | 11. Nature of Indirect Beneficial Ownership (Instr. | | |

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Year (Instr. 4)
(Instr. 4)

| Title | Amount or Number of Shares | | |
|--------|----------------------------|---------|---|
| Common | 2,036 | | D |
| Common | 97,964 | 100,000 | D |
| Common | 95,200 | 95,200 | D |
| Common | 100,000 | 100,000 | D |

Explanation of Responses:
See attached statement

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

| | |
|---|-----------|
| Don W. Schmitz | 2/14/2002 |
| ----- | ----- |
| ** Signature of Reporting Person Don W. Schmitz, attorney-in-fact for Stephen MacMillan | Date |

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MacMillan, Stephen
100 Route 206 North
Peapack, NJ 07977

Explanation of responses:

- (1) Includes 547 shares acquired in the Pharmacia & Upjohn Savings Plan and Pharmacia Savings Plus since last reported to the SEC.
- (2) Option exercisable on 4/02/2004
- (3) Option becomes exercisable for one-third of the shares on the first, second and third anniversary of the grant date.
- (4) Option is currently exercisable.

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