

ROTHWELL TIMOTHY G  
Form 4  
April 14, 2003

**FORM 4**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction 1(b).

(Print or Type Responses)

**UNITED STATES SECURITIES  
AND EXCHANGE COMMISSION**

Washington,  
D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility

Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31,  
2005  
Estimated average burden  
hours per response. . . . .

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0.5

1. Name and Address of Reporting  
Person\*

**Rothwell, Timothy G.**

(Last)

(First)

(Middle)

**100 Route 206 North**

(Street)

**Peapack, NJ 07977**

(City)

(State)

(Zip)

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2. Issuer Name and Ticker

or Trading Symbol

**Pharmacia - PHA**

3. I.R.S.  
Identification  
Number of  
Reporting  
Person, if an  
entity  
(voluntary)

4. Statement for

(Month/Day/Year)

**01/02/2002**

5. If Amendment,

Date of Original

(Month/Day/Year)

6. Relationship of Reporting  
Person(s) to Issuer

(Check all  
applicable)

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\_\_\_\_\_ Director

\_\_\_\_\_ 10% Owner

Officer (give title below)

\_\_\_\_\_ Other (specify below)

Executive Vice President

7. Individual or Joint/Group  
Filing (Check Applicable Line)

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**

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1. Title of  
Security  
(Instr. 3)

2. Transaction  
Date  
(Month/Day/Year)

2A. Deemed Execution  
Date,

if any

(Month/Day/Year)

3. Transaction Code

(Instr. 8)

4.  
Securities Acquired

(A) or

Disposed of (D)

(Instr. 3, 4, and 5)

5. Amount of

Securities

Beneficially

Owned

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Following  
Reported  
Transaction(s)

(Instr. 3 and 4)

6. Ownership Form:

Direct (D) or

Indirect (I)

(Instr. 4)

7. Nature of Indirect Beneficial

Ownership

(Instr. 4)

Code  
V  
Amount  
(A) or (D)  
Price

**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. Conver-

sion or

Exercise

Price of

Deri-

vative

Security

3. Transaction

Date (Month/

Day/ Year)

3A. Deemed

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Execution Date,

if any (Month/

Day/ Year)

4.  
Transaction Code

(Instr.8)

5. Number of  
Derivative  
Securities Acquired  
(A)  
or Disposed of (D)  
(Instr. 3, 4 and 5)

6. Date Exercisable and  
Expiration Date  
(Month/Day/Year)

7. Title and Amount  
of Underlying  
Securities  
(Instr. 3 and 4)

8. Price of  
Derivative  
Security  
(Instr. 5)

9. Number of  
Derivative  
Securities  
Beneficially  
Owned  
Following  
Reported  
Transaction(s)  
(Instr. 4)

10. Ownership  
Form of Derivative  
Securities:  
Direct (D)  
or  
Indirect (I)  
(Instr. 4)

11. Nature of  
Indirect  
Beneficial  
Ownership  
(Instr. 4)

Code V (A) (D) Date

Exercisable Expiration

Date Title Amount or  
Number of

Shares **Phantom Stock Units 1 for 1 01/02/2002 A5 51,700 //(1) //(2) Common 51,700 55,446 (3) D**

Explanation of Responses: (1) At the end of each calendar year 2002, 2003 and 2004, 1/3 of the units will be eligible for allocation based on Company performance for that year.



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(2) Distribution under the plan commences the calendar year following retirement, termination, death or disability, based on the provisions of the Savings+Plus deferred compensation plan.

(3) Includes dividends accrued in the form of phantom stock units.

/s/ Don W. Schmitz for Timothy G. Rothwell      04/10/2003      \*\* Signature of Reporting Person Date

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

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

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
*See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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