

Edgar Filing: PHARMACIA CORP /DE/ - Form 4

PHARMACIA CORP /DE/
Form 4
January 08, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 4

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(f) of the Investment Company Act of 1940

Check box if no longer subject of Section 16. Form 4 or Form 5 obligations
may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

Needleman

Philip

(Last)

(First)

(Middle)

800 North Lindbergh Blvd.

(Street)

St. Louis

Missouri

63167

(City)

(State)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Pharmacia Corporation

PHA

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

December 2001

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer

(Check all applicable)

Director

10% Owner

Officer (give title below)

Other (specify below)

Senior Executive Vice President

7. Individual or Joint/Group Filing (Check applicable line)

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Form filed by one Reporting Person
 Form filed by more than one Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
		Code	V	Amount	(A) or (D)	Price
Common Stock	10/4/01	G	V	1,000	D	\$40.76
Common Stock	12/10/01	S		42,694	D	\$43.90

* If the Form is filed by more than one Reporting Person, see Instruction 4(b) (v).

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

(Print or Type Responses)

(Over)

(Form 4-07/98)

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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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Option (right to buy)	(1) (2) \$9.32				(3) 2/25/03	Common Stock 70,000
Option (right to buy)	(1) (2) \$14.16				(3) 2/24/04	Common Stock 140,000
Option (right to buy)	(1) (2) \$27.64				(3) 4/25/06	Common Stock 250,000
Option (right to buy)	(1) (2) \$33.65				(3) 2/26/07	Common Stock 193,588
Option (right to buy)	\$50.22				(3) 2/25/08	Common Stock 76,904
Option (right to buy)	\$75.00				(3) 4/23/09	Common Stock 75,418
Option (right to buy)	\$51.00				(3) 6/30/09	Common Stock 20,587
Option (right to buy)	\$51.59				(4) 5/31/10	Common Stock 125,000

Explanation of Responses:

- (1) Pursuant to the anti-dilution provisions of the Company's employee stock option plan, the option adjusted to reflect the 9/1/97 spin-off of Solutia Inc.
- (2) Pursuant to the anti-dilution provisions of the Company's employee stock option plan, the option shares subject to the option have been adjusted to reflect a five-for-one stock split in 1996
- (3) Options become exercisable for one-third of the shares on the first, second and third anniversary
- (4) Currently exercisable.

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/s/ Don Schmitz

1/8/02

**Signature of Reporting Person

Date

* Don Schmitz, attorney-in-fact for Philip Needleman

* Executed pursuant to a Power of Attorney

** 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.