

PHARMACIA CORP /DE/  
Form 5/A  
April 09, 2002

<p><b>FORM 5</b></p> <p><input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p><input type="checkbox"/> Form 3 Holdings Reported <input type="checkbox"/> Form 4 Transactions Reported</p>	<p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b></p> <p>Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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</p>	<p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0362 Expires: December 31, 2001 Estimated average burden hours per response. . . . . 0.5</p>
---	---	--

<p>1. Name and Address of Reporting Person*</p> <p><b>Ruckelshaus, William D.</b></p> <hr/> <p>(Last) (First) (Middle)</p> <p><b>100 Route 206 North</b></p> <hr/> <p>(Street)</p> <p><b>Peapack, NJ 07977</b></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>Pharmacia Corporation PHA</b></p> <hr/> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for (Month/Year)</p> <p><b>December 2001</b></p> <hr/> <p>5. If Amendment, Date of Original (Month/Year)</p> <p><b>02/14/2002</b></p>	<p>6. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director _____ 10% Owner</p> <p><input type="checkbox"/> Officer _____</p> <p>Other</p> <p>Officer/Other Description _____</p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Individual Filing <input type="checkbox"/> Joint/Group Filing</p>
--	---	---	---

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5)	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)
			Amount   A/D   Price			
<b>Common (1)</b>	<b>04/17/2001</b>	<b>A</b>	<b>2,200   A  </b>	<b>18,486 (2) (3)</b>	<b>D</b>	

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

(over)  
SEC 2270 (3-99)

**Ruckelshaus, William D. - December 2001**

**Form 5 (continued)**

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	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (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 at End of Year (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
Stock Equivalent Units	1-for-1	02/21/2001	A	(A) 168	(DE)   (ED)	Common - 168			D	
Stock Equivalent Units	1-for-1	04/16/2001	A	(A) 163		Common - 163			D	
Stock Equivalent Units	1-for-1	04/17/2001	A	(A) 1,369		Common - 0		4,961 (4)	D	
Option (right to buy)	\$44.25				(5) 11/21/2007	Common - 4,318		4,318	D	
Option (right to buy)	\$55.00				(5) 02/24/2008	Common - 13,801		13,801	D	

Explanation of Responses :

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

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). **\*\* Signature of Reporting Person**  
Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient,

**Don W. Schmitz, attorney-in-fact for William D. Ruckelshaus**

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.

Ruckelshaus, William D. - December 2001

**Form 5 (continued)**

<p>FOOTNOTE Descriptions for Pharmacia Corporation PHA</p> <p>Form 5 - December 2001</p> <p>William D. Ruckelshaus 100 Route 206 North</p>
--

Peapack, NJ 07977

---

**Explanation of responses:**

- (1) Deferred shares.
- (2) Includes deferred shares and shares acquired through reinvested dividends.
- (3) On December 31, 2001 reporting person incorrectly reported beneficial ownership of 17,190 shares.
- (4) Share equivalents acquired through the Non-Employee Directors Deferred Compensation Plan, including share equivalents accrued through the reinvestment of dividends.
- (5) Option is currently exercisable.

Page 3