

ROTHWELL TIMOTHY G
Form 5
February 15, 2002

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

OMB APPROVAL

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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 t
Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of

1. Name and Address of Reporting Person*

2. Issuer Name and Ticker

Rothwell, Tim G.

(Last) (First) (Middle)

Pharmacia C

100 Route 206 North

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

(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)

Executive Vice President

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

X Form filed by One Reporting Person

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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. 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)

17,057

D

2,234
(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)
SEC 2270 (3-99)

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FORM 5 (continued)

Rothwell, Tim G. - December 2001

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	04/02/2001	A	2,036		(2)
Option (right to buy)	\$49.10	04/02/2001	A	147,964		(3)
Option (right to buy)	\$51.59					(4)
Option (right to buy)	\$51.59					(4)
Option (right to buy)	\$42.86					(4)
Option (right to buy)	\$33.64					(4)
Option (right to buy)	\$51.59					(3)
Option (right to buy)	\$41.23					(4)
Option (right to buy)	\$45.90					(4)
Performance Share Units	1-for-1					(5)

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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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Title	Amount or Number of Shares			
Common	2,036			
Common	147,964	150,000	D	
Common	1,292	1,292	D	
Common	1,291	1,291	D	
Common	777	777	D	
Common	117,018	117,018	D	
Common	125,000	125,000	D	
Common	119,000	119,000	D	
Common	119,000	119,000	D	
Common	100,000 (6)	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

** Signature of Reporting Person
 Don W. Schmitz, attorney-in-fact for
 Tim G. Rothwell

2/14/2002

Date

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Pharmacia Corporation PHA

Form 5 - December 2001

Rothwell, Tim G.

100 Route 206 North

Peapack, NJ 07977

Explanation of responses:

- (1) Includes 585 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.
- (5) Performance share units will be earned on the earlier of 12/31/04 (unless employment terminates) or the date of change-in-control with the ultimate payout in the range of 0% to 125% of the number of units granted based upon the Company's relative total shareholder return compared to peer companies and absolute total shareholder return over the performance period.
- (6) Previously reported on Form 5 for the period ending 12/31/00.

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