

PHARMACIA CORP /DE/  
Form 4  
December 11, 2002

**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. . . . .

0.5

1. Name and Address of Reporting  
Person\*

**MacMillan, Stephen**

(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)

**12/09/2002**

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

  **X**   Officer (give title below)

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

  **Sector Vice President**  

7. Individual or Joint/Group  
Filing (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**

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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

**Common 12/02/00 12,500 Common 12/02/02**  
**12,500**  
**D**  
**\$42.71**  
**46,850**  
**D Common 7/98 Savings Plan**

**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/

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Day/ Year)

3A. Deemed

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

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Number of

Shares **Option (right to buy) \$39.27 01/04/2002 A V 182,121 (1) 01/04/2012 Common 182,121 182,121 D Option (right to buy) \$39.27 01/04/2002 AV2,546 01/04/2005 01/04/2012 Common 2,546 2,546 D**

Explanation of Responses: (1) Option becomes exercisable for on third of the shares granted on the first, second and third anniversary.

/s/ Don W. Schmitz attorney in fact for Stephen MacMillan 12/11/2002 \*\* 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.