PHARMACIA CORP /DE/ Form 5 February 15, 2002

FORM 5 [] Check box if no longer subject to Section 16. Form 4 or Form 5 obligat may continue. See Instruction 1(b).					OMB APPROVAL	
			ons		OMB Number: 323 Expires: December 31 Estimated average but hours per response	
[] Form 3 H	oldings Rep	ported				
[] Form 4 T:	ransactions	Reported				
			O STATES SECURITIES AND EXC Washington, D.C. 2054 EMENT OF CHANGES IN BENEFIC	19		
Filed	_	o Section 16(a) of	the Securities Exchange Ac 1935 or Section 30(f) of t	ct of 1	934, Section 17(a) of t	
		Reporting Person*			Issuer Name and Ticker	
		Charles	s.		Pharmacia (
		(First)			I.R.S. Identification Number of Reporting Person, if an entity	
	1	.00 Route 206 North			(Voluntary)	
		(Street)				
Peapack,	N	IJ	07977			
(City)	(Sta	te)	(Zip)			
6. Relation:		oorting Person(s) to applicable)	Jissuer			
X 	Director		10% Owner			

	Officer (give title below)	Ot!	her (specify below)		
 7.	Individual or Joint/Group Report (check Applicable Line)			_	
_	X Form filed by One Reporting Pe - Form filed by More than One Re		son		
	- 			-	
 T	able I - Non-Derivative Securitie	es Acquired,	Disposed of,	or Beneficially Own	 ed
1.	Title of Security (Instr. 3)		2. Trans- action Date (Month/	3. Trans- action Code (Instr. 8)	4. Securities or Disposed (Instr. 3,
			Day/ Year)		Amount
Com	mon		04/17/2001	A	2,200
5.	Amount of 6. Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	Ownership Form: Direct or Indirect (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
	8,200	D			

^{*}If the form is filed by more than one reporting person, see instruction $4\,\mbox{(b)}\,\mbox{(v)}\,.$

(Over) SEC 2270 (3-99)

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FORM 5 (continued)

McMillan, Charles S. - December 2001

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative 2. Conver- 3. Trans- 4. Transac- 5. Number of 6. Dat Derivative sion or action tion Code Security (Instr. 3) and Exercise Date (Instr. 8) Securities (Mc Price of Acquired (A) Derivative (Month/ or Disposed of Security Day/ Year) (Instr. 3, 4, and 5) (A) (D) Dat Exe abl

- 7. Title and Amount of 8. Price of 9. Number of 10. Ownership 11. Nature Underlying Securities Derivative Derivative of Derivative of India (Instr. 3 and 4)
 - Security (Instr. 5)
- Securities Beneficially Owned at End of Year (Instr. 4)
- Security:
 Direct (D) or Indirect (Instr. (I) (Instr. 4)
- Benefici Ownershi

	Amount or				
	Number of				
	Shares				
Evolanation	of Responses:				
Explanacion	or Responses.				
**Intention	al misstatements or omissions of facts	s constitute Federal Criminal			
See 18	U.S.C. 1001 and 15 U.S.C. 78ff(a).				
Note: File	three copies of this Form, one of which	ch must be manually signed			
	ace provided is insufficient, see Inst				
	ersons who are to respond to the collem are not required to respond unless				
valid OMB n					
	Dan H. Cahmita	2/14/2002			
	Don W. Schmitz	2/14/2002			
	** Signature of Reporting Pe	erson Date			
	Don W. Schmitz, attorney-in-fact for				
	Charles S. McMillan				

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