

Edgar Filing: ANDO GORAN - Form 5

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

(Over)
SEC 2270 (3-99)

Page 1 of 3

FORM 5 (continued)

Ando, Goran - 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 Exercise Price (Mo) |
|--|--|--------------------------------------|--------------------------------|---|-----|---------------------------------|
| | | | | (A) | (D) | |
| Option (right to buy) | \$49.10 | 04/02/2001 | A | 2,036 | | (3) |
| Option (right to buy) | \$49.10 | 04/02/2011 | A | 107,964 | | (4) |
| Option (right to buy) | \$45.90 | | | | | (5) |
| Option (right to buy) | \$33.64 | | | | | (5) |
| Option (right to buy) | \$51.59 | | | | | (4) |
| Option (right to buy) | \$41.23 | | | | | (5) |
| Performance Share Units | 1-for-1 | | | | | (6) |

| 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 | 10. Ownership of Derivative Security: Direct (D) or Indirect | 11. Nature of Indirect Beneficial Ownership (Instr. |
|---|--|--|--|---|
|---|--|--|--|---|

Edgar Filing: ANDO GORAN - Form 5

End of
Year
(Instr. 4) (I)
(Instr. 4)

| Title | Amount or Number of Shares | | |
|--------|----------------------------------|---------|---|
| Common | 2,036 | | D |
| Common | 107,964 | 110,000 | D |
| Common | 119,000 | 119,000 | D |
| Common | 47,500 | 47,500 | D |
| Common | 125,000 | 125,000 | D |
| Common | 119,000 | 119,000 | D |
| Common | 100,000 | 100,000 | |

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 | 2/14/2002 |
| ----- | ----- |
| ** Signature of Reporting Person Don W. Schmitz, attorney-in-fact for Goran Ando | Date |

Edgar Filing: ANDO GORAN - Form 5

Pharmacia Corporation PHA

Form 5 - December 2001

Ando, Goran
100 Route 206 North
Peapack, NJ 07977

Explanation of responses:

- (1) Includes 6,702 shares held in a Deferred Compensation Plan, including 278 deferred dividends equivalents on such shares.
- (2) Includes 1000 shares acquired in the Pharmacia & Upjohn Savings Plan and Pharmacia Savings Plus since last reported to the SEC.
- (3) Option exercisable on 4/02/2004
- (4) Option becomes exercisable for one-third of the shares on the first, second and third anniversary of the grant date.
- (5) Option is currently exercisable.
- (6) 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.

Page 3 of 3