

PHARMACIA CORP /DE/  
 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

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 OMB APPROVAL  
 -----  
 OMB Number: 323  
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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 the Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

-----			2. Issuer Name and Ticker
1. Name and Address of Reporting Person*	William	D.	Pharmacia Cor
	(Last)	(First)	(Middle)
100 Route 206 North			3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
	(Street)		
Peapack,	NJ	07977	
(City)	(State)	(Zip)	

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6. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

Director  10% Owner

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----- Officer (give  
----- title below)

----- Other (specify  
----- below)

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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	3. Trans- action Code (Instr. 8)	4. Securities or Disposed (Instr. 3, ----- Amount
	(Month/ Day/ Year)		
Common (1)	04/17/2001	A	2,200

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)
17,190 (2)	D	

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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)

Ruckelshaus, William D. - 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)	Date Exercise Price
Stock Equivalent Units	1-for-1	02/21/2001	A	168	
Stock Equivalent Units	1-for-1	04/16/2001	A	163	
Stock Equivalent Units	1-for-1	04/17/2001	A	1,369	
Option (right to buy)	\$44.25				(4)
Option (right to buy)	\$55.00				(4)

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. 3)

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

Title	Amount or Number of Shares		
Common	168		D
Common	163		D
Common	0	4,961 (3)	D
Common	4,318	4,318	D
Common	13,801	13,801	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	2/14/2002
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** Signature of Reporting Person Don W. Schmitz, attorney-in-fact for William D. Ruckelshaus	Date

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Pharmacia Corporation PHA

Form 5 - December 2001

Ruckelshaus, William D.  
100 Route 206 North  
Peapack, NJ 07977

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Explanation of responses:

- (1) Deferred shares.
- (2) Includes deferred shares and 19 shares acquired through reinvested dividends.
- (3) Share equivalents acquired through the Non-Employee Directors Deferred Compensation Plan, including share equivalents accrued through the reinvestment of dividends.
- (4) Option is currently exercisable.

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