

Edgar Filing: PHARMACIA CORP /DE/ - Form 8-A12B/A

definition herein shall have the meaning set forth in the Original Form 8-A.

Item 1. Description of Registrant's Securities to be Registered.

Item 1 of the Amended Form 8-A is amended and supplemented by adding the following:

In connection with the expected execution of the Agreement and Plan of Merger, dated July 13, 2002, among Pfizer Inc. ("Pfizer"), Pilsner Acquisition Sub Corp. and the Company (the "Merger Agreement"), the Company and Mellon Investor Services LLC, as Rights Agent, entered into Amendment No. 1 to the Amended and Restated Rights Agreement, dated as of July 12, 2002 (the "Amendment"), which amended the Amended and Restated Rights Agreement, dated as of February 20, 2001 (as amended, the "Rights Agreement"), between the Company and the Rights Agent by providing that Pfizer is exempt from the definition of "Acquiring Person" contained in the Rights Agreement and that no "Shares Acquisition Date" or "Distribution Date" will occur as a result of the approval, execution, delivery or performance of the Merger Agreement, the consummation of the merger as contemplated by the Merger Agreement, the consummation of any other transactions contemplated in the Merger Agreement, including the purchase of the Company common stock thereunder, or the public announcement of any of the foregoing.

The Amendment is attached hereto as an exhibit and is hereby incorporated by reference. The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment.

Item 2: Exhibits.

Item 2 of the Amended Form 8-A is amended as follows:

Exhibit No. -----	Description -----
4.5	Amendment No. 1 to the Amended and Restated Rights Plan, dated as of July 13, 2002, between Pharmacia Corporation and Mellon Investor Services LLC.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

PHARMACIA CORPORATION

Date: July 16, 2002

/s/ Don W. Schmitz

Don W. Schmitz
Title: Vice President and Secretary

EXHIBIT INDEX

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