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

OMB APPROVAL

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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 t
Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of

1. Name and Address of Reporting Person*

Verfaillie, Hendrick A.

(Last) (First) (Middle)

100 Route 206 North

(Street)

Peapack, NJ 07977

(City) (State) (Zip)

2. Issuer Name and Ticker

Pharmacia C

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

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

Director

10% Owner

X Officer (give title below) | Other (specify below)

Pres. & CEO of Monsanto Company

7. Individual or Joint/Group Reporting (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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed (Instr. 3, Amount	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)
Common				207,353 (1)	D	
Common				17,081	I	By 401(k)

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

(Over)
SEC 2270 (3-99)

FORM 5 (continued)

Verfaillie, Hendrick A. - 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. Dat and (Mo
				(A)	(D)	Dat Exe abl
Option (right to buy)	$75.00					(4
Option (right to buy)	$51.00					(4
Option (right to buy)	$33.65 (2)(3)					(4
Option (right to buy)	$27.64 (2)(3)					(4

7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security	9. Number of Derivative Securities	10. Ownership of Derivative Security:	11. Nature of Indir Benefici

Title	Amount or Number of Shares	(Instr. 5)	Beneficially Owned at End of Year (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownershi (Instr.
Common	139,768		139,768	D	
Common	82,347		82,347	D	
Common	34,917		34,917	D	
Common	800,000		800,000	D	

Explanation of Responses:

**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 — Date

Don W. Schmitz, attorney-in-fact for Hendrick A. Verfaillie

Pharmacia Corporation PHA

Form 5 - December 2001

Verfaillie, Hendrick A.

100 Route 206 North

Peapack, NJ 07977

Explanation of responses:

(1) Includes 142,353 shares held jointly with spouse, including 2,207 shares acquired through reinvested dividends since last reported to the SEC.

(2) Pursuant to the anti-dilution provisions of Monsanto Company's Employee Stock Option Plan, the option exercise price and the number of shares subject to the option have been adjusted to reflect a five-for-one stock split in 1996.

(3) Pursuant to the anti-dilution provisions of Monsanto Company's Employee Stock Option Plan, the option exercise price and the number of shares subject to the option have been adjusted to reflect the 9/1/97 spin-off of Solutia Inc.

(4) Option becomes exercisable for one-third of the shares on the first, second and third anniversary of the grant date.