

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  
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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

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

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  
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| 1. Title of Security<br>(Instr. 3) | 2. Trans-<br>action<br>Date<br><br>(Month/<br>Day/<br>Year) | 3. Trans-<br>action<br>Code<br>(Instr. 8) | 4. Securities<br>or Disposed<br>(Instr. 3,<br><br>Amount |
|------------------------------------|---|---|--|
| Common                             | 04/17/2001  | A   | 2,200  |

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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)

-----  
8,200

D

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