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PHARMACIA CORP /DE/  
Form S-8 POS  
July 01, 2002

As filed with the Securities and Exchange Commission on July 1, 2002

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8  
REGISTRATION STATEMENT  
ON FORM S-8  
UNDER  
THE SECURITIES ACT OF 1933

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PHARMACIA CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

43-0420020  
(I.R.S. Employer Identification No.)

100 Route 206 North  
Peapack, NJ  
(Address of principal executive  
offices)

07977  
(Zip Code)

Pharmacia Savings Plan  
(formerly known as the Pharmacia & Upjohn, Inc. Employee Savings Plan)

(Full title of the plans)

Don W. Schmitz, Esquire  
Vice President, Associate General Counsel and Secretary  
Pharmacia Corporation  
100 Route 206 North  
Peapack, NJ 07977  
(Name and address of agent for service)

908-901-8000  
(Telephone number, including area code, or agent for service)

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Copy of all communications to:  
Robert J. Lichtenstein  
Morgan, Lewis & Bockius LLP  
1701 Market Street  
Philadelphia, Pennsylvania 19103-2921

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(215) 963-5000

I

DEREGISTRATION OF UNSOLD SECURITIES

The Registration Statement on Form S-8 (Registration No. 333-34344) (the "Registration Statement") of Pharmacia Corporation ("Pharmacia") pertaining to 6,000,000 shares of common stock of Pharmacia to which this Post-Effective Amendment No. 1 relates, became effective on April 7, 2000.

In accordance with an undertaking made by Pharmacia in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities which remain unsold at the termination of the offering, Pharmacia hereby removes from registration the securities of Pharmacia registered but unsold under the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Peapack, New Jersey, on June 28, 2002.

PHARMACIA CORPORATION

By: /s/ Fred Hassan

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Fred Hassan  
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to this Registration Statement has been signed below by the following persons in the capacities indicated as of June 28, 2002.

Signature -----	Capacity -----
/s/ Fred Hassan ----- Fred Hassan	Director, Chairman and Chief Executive Officer
/s/ Christopher J. Coughlin ----- Christopher J. Coughlin	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ Robert G. Thompson ----- Robert G. Thompson	Senior Vice President and Controller (Principal Accounting Officer)

II

