

Edgar Filing: PHARMACIA CORP /DE/ - Form 5

	(Instr. 5)	Beneficially Owned at End of Year (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr.)
----- Title	Amount or Number of Shares			
----- 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
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** Signature of Reporting Person Don W. Schmitz, attorney-in-fact for Hendrick A. Verfaillie	Date

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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.

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