

Edgar Filing: COX CARRIE SMITH - Form 5

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

Executive Vice President

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. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code (Instr. 8)	4. Securities or Disposed (Instr. 3, ----- Amount
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Common (1)	04/16/2001	A	25,000
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Common

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)
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32,669 (2)	D	
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2,043 (3)	I	Savings Plans
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*If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(Over)
SEC 2270 (3-99)

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FORM 5 (continued)

Cox, Carrie Smith - 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. Date and (Month)
				(A)	(D)	
Option (right to buy)	\$49.10	04/02/2001	A	147,964		(4)
Option (right to buy)	\$49.10	04/02/2001	A	2,036		(5)
Option (right to buy)	\$57.84					(6)
Option (right to buy)	\$51.59					(4)
Option (right to buy)	\$41.23					(6)
Option (right to buy)	\$45.90					(6)
Option (right to buy)	\$33.64					(6)
Option (right to buy)	\$28.99					(6)
Performance Share Units	1-for-1					(7)

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7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Title	Amount or Number of Shares			
Common	147,964			D
Common	2,036	150,000		D
Common	4,556	4,556		D
Common	125,000	125,000		D
Common	119,000	119,000		D
Common	119,000	119,000		D
Common	89,250	89,250		D
Common	67,709	67,709		D
Common	100,000	100,000		D

Explanation of Responses:

See attached statement

**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	Date
Don W. Schmitz, attorney-in-fact for Carrie Smith Cox	

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Pharmacia Corporation PHA

Form 5 - December 2001

Cox, Carrie Smith
100 Route 206 North
Peapack, NJ 07977

Explanation of responses:

- (1) Restricted Shares
- (2) Includes 25,000 Restricted Shares
- (3) Includes 622 shares acquired in the Pharamacia & Upjohn Savings Plan and Pharmacia Savings Plus since last reported to the SEC.
- (4) Option becomes exercisable for one-third of the shares on the first, second and third anniversary of the grant date.
- (5) Option exercisable on 4/02/2004
- (6) Option is currently exercisable.
- (7) Performance share units will be earned on the earlier of 12/31/04 (unless employment terminates) or the date of change-in-control with the ultimate payout in the range of 0% to 125% of the number of units granted based upon the Company's relative total shareholder return compared to peer companies and absolute total shareholder return over the performance period.

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