

PHARMACIA CORP /DE/
 Form 5
 February 15, 2002

 OMB APPROVAL

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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

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. (Last) (First) (Middle)	Pharmacia C
100 Route 206 North (Street)	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
Peapack, NJ 07977 (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)

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
Common	04/17/2001	A	2,200

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

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