

COLLIER RICHARD T  
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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OMB Number: 323  
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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 t  
Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of

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1. Name and Address of Reporting Person\*

Collier, Richard T.  
-----  
(Last) (First) (Middle)

100 Route 206 North  
-----  
(Street)

Peapack NJ 07977  
-----  
(City) (State) (Zip)

2. Issuer Name and Ticker

Pharmacia Co

3. I.R.S. Identification  
Number of Reporting  
Person, if an entity  
(Voluntary)

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6. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

Director 10% Owner  
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X Officer (give title below) Other (specify below)

Sr. Vice President and General Counsel

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

Table with 4 columns: 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

Common

Table with 3 columns: 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)

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

FORM 5 (continued)

Collier, Richard T. - 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 (Mo)
				(A)	(D)	
Option (right to buy)	\$49.10	04/02/2001	A	2,036		(2)
Option (right to buy)	\$49.10	04/02/2001	A	62,964		(3)
Option (right to buy)	\$51.59					(3)
Option (right to buy)	\$41.23					(4)
Option (right to buy)	\$45.90					(4)
Option (right to buy)	\$33.64					(4)

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.)

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Title	Amount or Number of Shares		
Common	2,036		D
Common	62,964	65,000	D
Common	63,000	63,000	D
Common	59,500	59,500	D
Common	58,775	58,775	D
Common	57,517	57,517	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 Don W. Schmitz, attorney-in-fact for Richard T. Collier	Date

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Pharmacia Corporation PHA

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Collier, Richard T.

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100 Route 206 North  
Peapack, NJ 07977

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Explanation of responses:

- (1) Includes 301 shares acquired in the Pharmacia & Upjohn Savings Plan and Pharmacia Savings Plus since last reported to the SEC.
- (2) Option exercisable on 4/02/2004
- (3) Option becomes exercisable for one-third of the shares on the first, second and third anniversary of the grant date.
- (4) Option is currently exercisable.

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