

PHARMACIA CORP /DE/
 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

 OMB APPROVAL

 OMB Number: 323
 Expires: December 31
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 hours per response..

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

-----			2. Issuer Name and Ticker
1. Name and Address of Reporting Person*			
King,	Gwendolyn	S.	Pharmacia Co
(Last)	(First)	(Middle)	
	100 Route 206 North		3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
	(Street)		
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
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-- Form filed by More than One Reporting Person
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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 (1)	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)
6,145(2)(3)	D	

*If the form is filed by more than one reporting person, see

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Peapack, NJ 07977

Explanation of responses:

- (1) Deferred shares.
- (2) Includes 58 shares acquired through the reinvestment of dividends since last reported to the SEC.
- (3) Includes deferred shares and shares acquired through reinvested dividends.
- (4) Option is currently exercisable.
- (5) Share equivalents acquired through the Non-Employee Directors Deferred Compensation Plan, including share equivalents accrued through the reinvestment of dividends.

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