

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

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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

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker
Leder	Philip		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)

X Director	10% Owner
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----- Officer (give
title below)

----- Other (specify
below)

7. Individual or Joint/Group Reporting
(check Applicable Line)

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)

11,283
(1)

D

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

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(Instr. 4)

Title	Amount or Number of Shares		
Common	12,690	12,690	D
Common	13,636	13,636	D
Common	2,232	2,232 (3)	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 Philip Leder	

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Form 5 - December 2001

Leder, Philip

100 Route 206 North

Peapack, NJ 07977

Explanation of responses:

- (1) Includes 58 shares acquired through the reinvestment of dividends since last reported to the SEC.
- (2) Option is currently exercisable.
- (3) Includes 2,200 shares held in a Deferred Director's Compensation Plan, and 32 dividend equivalents on such shares.

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