

ASTROM HAKAN
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 the
Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*

Astrom, Hakan

(Last) (First) (Middle)

100 Route 206 North

(Street)

Peapack

NJ

07977

(City)

(State)

(Zip)

2. Issuer Name and Ticker

Pharmacia Corpo

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

(Month/Year)

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)
 ----- title below) ----- below)

Senior 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

Common

SDR 1-for-1

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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11,412 (1)	D	
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1,245 (2)	I	Savings Plans
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1,869	I	By Spouse
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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)

Page 1 of 3

FORM 5 (continued)

Astrom, Hakan -- 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 Exercise Price (Mo)
				(A)	(D)	
Option (right to buy)	\$49.10	04/02/2001	A	47,964		(3)
Option (right to buy)	\$49.10	04/08/2001	A	2,036		(4)
Option (right to buy)	\$51.59					(3)
Option (right to buy)	\$54.28					(5)
Option (right to buy)	\$41.23					(5)
Option (right to buy)	\$45.90					(5)
Option (right to buy)	\$45.80					(5)
Option (right to buy)	\$33.64					(5)
Option (right to buy)	\$32.04					(5)
Option (right to buy)	\$31.78					(5)

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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)
Title	Amount or Number of Shares				
Common	47,964			D	
Common	2,036		50,000	D	
Common	63,000		63,000	D	
Common	5,356		5,356	D	
Common	59,500		59,500	D	
Common	59,500		59,500	D	
Common	2,890		2,890	D	
Common	148,750		148,750	D	
Common	29,750		29,750	D	
Common	16,434		16,434	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
 ** Signature of Reporting Person
 Don W. Schmitz, attorney-in-fact for
 Hakan Astrom

2/14/2002
 Date

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Pharmacia Corporation PHA

Form 5 - December 2001

Astrom, Hakan
100 Route 206 North
Peapack, NJ 07977

Explanation of responses:

- (1) Includes 2195 shares held in a Deferred Compensation Plan, including 91 deferred dividends equivalents on such shares.
- (2) Includes 563 shares acquired in the Pharmacia & Upjohn Savings Plan and Pharmacia Savings Plus since last reported to the SEC.
- (3) Option becomes exercisable for one-third of the shares on the first, second and third anniversary of the grant date.
- (4) Option exercisable on 4/02/2004
- (5) Option is currently exercisable.

Page 3 of 3