

ROTHWELL TIMOTHY G
Form 5
January 24, 2003

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 Public
Utility

Holding Company Act of 1935 or Section 30(h) of
the Investment Company Act of 1940

OMB APPROVAL

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OMB Number: 3235-0362

Expires: January 31,
2005
Estimated average burden

hours per response. . . . 1.0

1. Name and Address of Reporting
Person*

Rothwell, Tim G.

(Last)

(First)

(Middle)

100 Route 206 North

(Street)

Peapack, NJ 07977

(City)

(State)

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(Zip)

2.
Issuer Name and
Ticker
or Trading Symbol

Pharmacia - PHA

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

(Voluntary)

4. Statement for

(Month/Year)

12/2002

5. If Amendment,

Date of Original

(Month/Year)

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6. Relationship of Reporting
Person(s) to Issuer

(Check all
applicable)

Director

10% Owner

Officer (give title below)

Other (specify below)

Executive Vice President

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. Transaction Date

(Month/Day/Year)

2A. Deemed

Execution

Date,

if any (Month/

Day/ Year)

3. Transaction Code

(Instr. 8)

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4. Securities Acquired (A) or Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of

Securities

Beneficially

Owned at the 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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Amount
(A) or
(D)
Price

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

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)
- 3A. Deemed
Execution Date,
if any (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 Exercisable and
Expiration Date
(Month/Day/Year)
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)

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(Instr. 4)

11. Nature of
Indirect
Beneficial
Ownership
(Instr. 4)

(A) (D) Date

Exercisable Expiration

Date Title Amount or
Number of

Shares **Option (right to buy) \$39.27(1) 01/04/2002 A 314,078(1) //(2) 01/04/2012Common314,078 314,078 D Option (right to buy) \$39.27(1) 01/04/2002 A 2,546(1) //(2) 01/04/2012Common2,546 2,546D**

Explanation of Responses: (1) Adjusted to reflect the spin-off of Monsanto Company on August 13, 2002.

(2) Each outstanding Pharmacia stock option became vested and fully exercisable upon the adoption of the Pfizer / Pharmacia merger agreement at the special meeting of Pharmacia shareholder held on December 6, 2002.

/s/ Don W. Schmitz, attorney-in-fact for Tim Rothwell 01/24/2003 ** Signature of Reporting Person Date

** 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 is insufficient,
see Instruction 6 for procedure.