

PHARMACIA CORP /DE/
Form 4
April 16, 2003

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FORM 4

OMB APPROVAL

OMB Number: 3235-028

Expires: January 31,

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hours per response..

[X] Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

(Print or Type Responses)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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(h) of the Investment Company Act of

-----			-----	
1. Name and Address of Reporting Person*			2. Issuer Name and Ticker	
Needleman,	Philip		Pharmacia Corporation	
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	
100 Route 206 North			-----	
(Street)			-----	

Peapack, NJ 07977

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 (City) (State) (Zip)

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

----- Director ----- 10% Owner

 Officer (give ----- Other (specify
 ----- title below) ----- below)
 Senior Executive Vice President

7. Individual or Joint/Group Filing (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)	4. Security or Disposition (Instr. 4)	
			Code	V	Amount
Common	02/04/2003		G	V	2,000
Common	04/16/2003		J(1)		196,005
Common	04/16/2003		J(1)		16,107

 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (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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	D	
0	D	
0	I	Savings Plans

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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
Option (right to buy)	\$13.41	04/16/2003		J(1)	
Option (right to buy)	\$26.18	04/16/2003		J(1)	
Option (right to buy)	\$31.88	04/16/2003		J(1)	
Option (right to buy)	\$71.06	04/16/2003		J(1)	
Option (right to buy)	\$47.58	04/16/2003		J(1)	
Option (right to buy)	\$48.32	04/16/2003		J(1)	
Option (right to buy)	\$48.88	04/16/2003		J(1)	
Option (right to buy)	\$46.52	04/16/2003		J(1)	
Option (right to buy)	\$39.27	04/16/2003		J(1)	
Option (right to buy)	\$39.27	04/16/2003		J(1)	
Performance Share Units	1-for-1	04/16/2003		J(1)	

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Instruction 4(b)(v).

**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.