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SCHERING PLOUGH CORP
Form S-3MEF
November 21, 2003

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON NOVEMBER 21, 2003

REGISTRATION NO. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

SCHERING-PLOUGH CORPORATION
(Exact name of registrant as specified in its charter)

NEW JERSEY
(State or other jurisdiction of
incorporation or organization)

22-1918501
(I.R.S. Employer
Identification Number)

2000 GALLOPING HILL ROAD
KENILWORTH, NEW JERSEY 07033
(908) 298-4000
(Address, including zip code, and telephone number,
including area code, of Registrant's principal executive offices)

JOSEPH J. LAROSA, ESQ.
STAFF VICE PRESIDENT, SECRETARY AND ASSOCIATE GENERAL COUNSEL
2000 GALLOPING HILL ROAD
KENILWORTH, NEW JERSEY 07033
(908) 298-4000
(Name, address, including zip code, and telephone
number, including area code, of agent for service)

Approximate date of commencement of proposed sale to the public: As soon
as practicable after this registration statement becomes effective.

If the only securities being registered on this form are being offered
pursuant to dividend or interest reinvestment plans, please check the following
box. []

If any of the securities being registered on this form are to be offered
on a delayed or continuous basis pursuant to Rule 415 under the Securities Act
of 1933, other than securities offered only in connection with dividend or
interest reinvestment plans, check the following box. []

If this form is filed to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act, please check the following box
and list the Securities Act registration statement number of the earlier
effective registration statement for the same offering. [X] 333-102970

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If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If the delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

CALCULATION OF REGISTRATION FEE

| TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED | PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1) (2) | AMOUNT OF REGISTRATION |
|---|--|---------------------------|
| Debt Securities..... | \$400,000,000 | \$32,360 |

(1) Estimated pursuant to Rule 457(o) solely for purposes of calculating the registration fee.

(2) If any debt securities are issued at an original issue discount, such greater amount as shall result in net proceeds of \$400,000,000 to the registrant.

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE COMMISSION IN ACCORDANCE WITH RULE 462(b) under the Securities Act of 1933.

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) and General Instruction IV of Form S-3, both as promulgated under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-3 (File No. 333-102970) filed by Schering-Plough Corporation with the Securities and Exchange Commission on February 5, 2003, as amended on May 13, 2003, which was declared effective by the Commission on May 13, 2003, are incorporated herein by reference.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Schering-Plough Corporation certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Kenilworth, State of New Jersey, on November 21, 2003.

SCHERING-PLOUGH CORPORATION

By: /s/ ROBERT BERTOLINI

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Robert Bertolini
Executive Vice President and
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and dates indicated.

| SIGNATURE ----- | CAPACITY ----- | DATE ---- |
|---|--|-------------------|
| /s/ FRED HASSAN ----- Fred Hassan | Chairman of the Board, Chief Executive Officer, President and Director and Principal Executive Officer | November 21, 2003 |
| /s/ ROBERT BERTOLINI ----- Robert Bertolini | Executive Vice President and Chief Financial Officer | November 21, 2003 |
| /s/ THOMAS H. KELLY ----- Thomas H. Kelly | Vice President and Controller and Principal Accounting Officer | November 21, 2003 |
| * ----- Hans W. Becherer | Director | November 21, 2003 |
| * ----- David H. Komansky | Director | November 21, 2003 |
| * ----- Eugene R. McGrath | Director | November 21, 2003 |
| * ----- Donald L. Miller | Director | November 21, 2003 |
| * ----- Carl E. Mundy, Jr. | Director | November 21, 2003 |
| * ----- Richard de J. Osborne | Director | November 21, 2003 |

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| SIGNATURE ----- | CAPACITY ----- | DATE ---- |
|--------------------------------------|-------------------|-------------------|
| * ----- Patricia F. Russo | Director | November 21, 2003 |
| * ----- Kathryn C. Turner | Director | November 21, 2003 |
| * ----- Robert F. W. van Oordt | Director | November 21, 2003 |
| * ----- Arthur F. Weinbach | Director | November 21, 2003 |

By: /s/ E. KEVIN MOORE

 E. Kevin Moore
 Attorney-in-fact

EXHIBIT INDEX TO REGISTRATION STATEMENT ON FORM S-3

| EXHIBIT NO. ----- | EXHIBIT ----- |
|----------------------|---|
| 5.1 | Opinion of Joseph J. LaRosa, Esq. |
| 5.2 | Opinion of Lowenstein Sandler PC. |
| 15.1 | Acknowledgement of Deloitte & Touche LLP. |
| 23.1 | Consent of Deloitte & Touche LLP. |
| 23.2 | Consent of Joseph J. LaRosa, Esq. (included in Exhibit 5.1). |
| 23.3 | Consent of Lowenstein Sandler PC. (included in Exhibit 5.2). |
| 24.1 | Power of Attorney (included on signature page of registrant's Registration Statement on Form S-3 (File No. 333-102970), filed on February 5, 2003, as amended, and incorporated herein by reference). |