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PHARMACIA CORP /DE/  
Form PRER14A  
July 15, 2002

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of  
1934  
(Amendment No. )

Filed by the Registrant [ ]

Filed by a Party other than the Registrant [X]

Check the appropriate box:

[ ] Preliminary Proxy Statement  Confidential, for Use of the  
Commission Only (as Permitted by  
Rule 14a-6(e) (2))

[ ] Definitive Proxy Statement

[ ] Definitive Additional Materials

[X] Soliciting Material Pursuant to (S)240.14a-11(c) or (S)240.14a-12

Pfizer, Inc.

-----  
(Name of Registrant as Specified In Its Charter)

Pharmacia Corporation

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

[X] No fee required.

[ ] \$125 per Exchange Act Rules 0-11(c) (1) (ii), 14a-6(i) (1), 14a-6(i) (2) or Item  
22(a) (2) of Schedule 14A.

[ ] \$500 per each party to the controversy pursuant to Exchange Act Rule 14a-  
6(i) (3).

[ ] Fee computed on table below per Exchange Act Rules 14a-6(i) (4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant  
to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is  
calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

[ ] Fee paid previously with preliminary materials.

[ ] Check box if any part of the fee is offset as provided by Exchange Act Rule

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0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Notes:

To: Pharmacia Operations Committee  
From: Tim Cost  
Date: July 15, 2002  
Re: Schedule of events

Dear Colleagues:

At 6 a.m. EDT today, Monday, July 15, 2002, Pfizer, Inc. will issue a news release indicating its intention to acquire Pharmacia. Following is the schedule of events for today:

TIME	EVENTS
5:30 a.m. EDT	<ul style="list-style-type: none"><li>o Pharmacia's Operations Committee is alerted to the acquisition, and receives advance copies of communication materials.</li></ul>
6:00 a.m. EDT	<ul style="list-style-type: none"><li>o News release is issued by Pfizer</li><li>o News release is issued by Pharmacia regarding earnings guidance and Monsanto spin-off</li></ul>
6:00 - 7:00 a.m. EDT	<ul style="list-style-type: none"><li>o A message is sent via email from Fred Hassan to the Global Leadership Team with a link to communications materials available online at the Leadership Toolbox.</li><li>o A message from Fred Hassan to all Pharmacia employees in "Talking About Our Business" is posted to the Pharmacia home page and emailed to all employees.</li><li>o A voice mail message from Fred Hassan is sent to every U.S.-based Pharmacia employee.</li><li>o Article in Pharmacia Today invites all employees to attend global town meeting hosted by Fred Hassan at 4 PM EDT.</li></ul>
Morning	<ul style="list-style-type: none"><li>o Fred Hassan and Hank McKinnell, CEO of Pfizer, meet the media:</li></ul>

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- o McKinnell appears on CNBC
- o Hassan and McKinnell meet with the Financial Times
- o They conduct a teleconference with investors and analysts at 11:00 am
- o They participate in interviews with The Wall Street Journal, The New York Times, Associated Press and The Newark. Star Ledger

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4:00 p.m. EDT

- o Fred Hassan hosts a global town meeting for all Pharmacia employees, broadcast from the Peapack, NJ cafeteria.
- o Employees in Kalamazoo, Skokie, St. Louis and Sugden will participate via videoconference.
- o Due to logistical and time zone issues, employees outside the U.S. will be able to participate in groups via audio webcast or audio telephone link.
- o The event will then be re-broadcast on demand via videoconference and audio link immediately after the meeting.
- o Videotapes of the event will also be available afterwards.

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Please take the lead in communicating these changes with your people, utilizing the materials now available on the Leadership Toolbox. In addition, I encourage each of you to participate in the global town meeting today at 4 p.m. EDT, and ask that you encourage your people to do the same.

If I can provide assistance to you during this time, please do not hesitate to contact me, or any member of the Corporate Affairs leadership team.

Regards,

Tim

FORWARD-LOOKING INFORMATION

Certain statements contained in this document are "forward-looking statements" provided under the "safe harbor" protection of the Private Securities Litigation Reform Act of 1995. These statements are made to enable a better understanding of the Company's business, but because these forward-looking statements are subject to many risks, uncertainties, future developments and changes over time, actual results may differ materially from those expressed or implied by such forward-looking statements. Examples of forward-looking statements are statements about anticipated financial or operating results, financial projections, business prospects, future product performance, future research and development results, anticipated regulatory filings and approvals, and other matters that are not historical facts. Such statements often include words such as: "believes", "expects", "anticipates", "intends", "plans", "estimates", or similar expressions.

These forward-looking statements are based on the information that was currently available to the Company, and the expectations and assumptions that were deemed

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reasonable by the Company, at the time when the statements were made. The Company does not undertake any obligation to update any forward-looking statements in this Report or in any other communications of the Company, whether as a result of new information, future events, changed assumptions or otherwise, and all such forward-looking statements should be read as of the time when the statements were made, and with the recognition that these forward-looking statements may not be complete or accurate at a later date.

Many factors may cause or contribute to actual results or events being materially different from those expressed or implied by such forward-looking statements. Although it is not possible to predict or identify all such factors, they may include the following: competition for our products; pharmaceutical pricing, price constraints and other restrictions on the marketing of products imposed by governmental agencies or by managed care groups, institutions and other purchasing agencies; product discovery and approval; product recalls or withdrawals; manufacturing quality issues with respect to our products; compliance with Current Good Manufacturing Practices and other applicable regulations and quality assurance guidelines; the company's ability to secure and defend its intellectual property rights; product liability claims, antitrust litigation, environmental concerns, and commercial disputes; social, legal, political and governmental developments; changes in foreign currency exchange rates or in general economic or business conditions including inflation and interest rates; acquisitions, divestitures, mergers, restructurings or strategic initiatives that change the Company's structure; business combinations among the Company's competitors and major customers; changes to accounting standards or GAAP.

Readers are also urged to carefully review and consider the various disclosures in Pharmacia's various SEC filings, including but not limited to Pharmacia's Annual Report on Form 10-K for the year ended December 31, 2001, and Pharmacia's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2002.

This release may be deemed to be solicitation material in respect of Pfizer's proposed merger with Pharmacia. Pfizer will be filing a registration statement on Form S-4, containing a joint proxy statement/prospectus for Pfizer and Pharmacia, and other documents with the Securities and Exchange Commission ("SEC"). INVESTORS AND SECURITYHOLDERS ARE URGED TO READ THE REGISTRATION STATEMENT CONTAINING THE JOINT PROXY STATEMENT/PROSPECTUS AND ANY OTHER RELEVANT DOCUMENTS FILED OR THAT WILL BE FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors and security holders will be able to receive the registration statement containing the joint proxy statement/prospectus and other documents free of charge at the SEC's web site, [www.sec.gov](http://www.sec.gov) or from Pharmacia Investor Relations at 100 Route 206 North, Peapack, New Jersey 07977. Pharmacia and its directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information regarding the interests of Pharmacia's directors and executive officers in the proposed merger will be included in the final joint proxy statement/prospectus.