

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.