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PHARMACIA CORP /DE/
Form S-8
February 01, 2002

As filed with the Securities and Exchange Commission on February 1, 2002

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Registration No. 333-**

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

PHARMACIA CORPORATION
(Exact name of company as specified in its charter)

Delaware 43-0420020
(State or Other Jurisdiction of (I.R.S. Employer Identification No.)
Incorporation or Organization)

100 Route 206 North 07977
Peapack, NJ (Zip Code)
(Address of principal executive offices)

Pharmacia Corporation
2001 Long-Term Incentive Plan
(Full title of the plan)

Don W. Schmitz, Esquire
Vice President, Associate General Counsel and Corporate Secretary
Pharmacia Corporation
100 Route 206 North
Peapack, NJ 07977
(Name and address of agent for service)

908-901-8000
(Telephone number, including area code, of agent for service)

Copy of all communications to:
Robert J. Lichtenstein
Morgan, Lewis & Bockius LLP
1701 Market Street
Philadelphia, Pennsylvania 19103-2921
(215) 963-5000

CALCULATION OF REGISTRATION FEE

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| Title of securities to be registered | Amount to be Registered (1) | Proposed maximum Offering price per share (2) | Proposed maximum Aggregated Offering price |
|--------------------------------------|-----------------------------|---|--|
| Pharmacia Common Stock | 55,000,000 | \$39.54 | \$2,174,700 |

- (1) This Registration Statement covers 55,000,000 shares of the Registrant's Common Stock which may be offered or sold pursuant to the Pharmacia Corporation 2001 Long-Term Incentive Plan. This Registration Statement also relates to an indeterminate number of shares of Common Stock of the Registrant which may be issued upon stock splits, stock dividends, or similar transactions in accordance with Rule 416.
- (2) Estimated pursuant to Rule 457(c) and (h) solely for the purpose of calculating the registration fee, based upon the average high and low January 28, 2002 sales prices of the Registrant's Common Stock on the New York Stock Exchange.
- (3) The registration fee of \$200,072.40 was wired from the Company on February 1, 2002.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the U.S. Securities and Exchange Commission (the "Commission") by Pharmacia Corporation (the "Company") pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated by reference in this Form S-8 Registration Statement (the "Registration Statement") and made a part hereof:

- 1. The Company's Annual Report on Form 10-K for the year ended December 31, 2000 (the "2000 10-K"); and
- 2. The Company's Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2001, June 30, 2001, and September 30, 2001.
- 3. The Company's Current Reports on Form 8-K filed on February 1, 2001, June 22, 2001, and September 20, 2001.
- 4. The description of the Common Stock of the Registrant contained in the Registration Statement on Form S-4, which was filed with the Commission on February 22, 2000, including any amendment thereto or report filed for the purpose of updating such description.

All documents and reports filed by the Company pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents or reports. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a

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statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified shall not be deemed to constitute a part of the Registration Statement except as so modified and any statement so superseded shall not be deemed to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not Applicable

Item 5. Interests of Named Experts and Counsel.

Not Applicable

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law authorizes a court to award, or a corporation's board of directors to grant, indemnity to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities (including reimbursement for expenses incurred) arising under the Securities Act of 1933 (the "Securities Act"). The Company's Certificate of Incorporation and By-laws provide for indemnification of its directors, officers, employees and other agents to the maximum extent permitted by the Delaware General Corporation Law. In addition, the Company has entered into Indemnification Agreements with its executive officers and directors. The Company has also purchased and maintained insurance for its officers, directors, employees or agents against liabilities which an officer, a director, an employee or an agent may incur in his capacity as such.

Item 7. Exemption from Registration Claimed.

Not Applicable

Item 8. Exhibits.

| Exhibit Numbers | Exhibit |
|-----------------|--|
| ----- | ----- |
| 4 | Certificate of Incorporation and By-laws of Pharmacia Corporation (incorporated by reference to the Registrant's Registration Statement on Form S-4 filed with the Commission on February 22, 2000.) |
| 5 | Opinion of Counsel |
| 5.1 | Consent of Counsel (incorporated by reference to Exhibit 5) |
| 23.1 | Consent of PricewaterhouseCoopers LLP |
| 23.2 | Consent of Deloitte & Touche LLP |
| 99 | Pharmacia Corporation 2001 Long-Term Incentive Plan |

Item 9. Undertakings.

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The undersigned hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that subparagraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those subparagraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) To remove from registration by means of a post-effective amendment any of the securities being registered that remain unsold at the termination of the offering.

The undersigned company hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in this Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful

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defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the State of New Jersey on January 31, 2002.

PHARMACIA CORPORATION

By: /s/ Fred Hassan

Name: Fred Hassan
Title: Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement or amendment thereto has been signed below as of the 31 day of January, 2002 by or on behalf of the following persons in the capacities indicated below.

Power of Attorney

KNOW ALL MEN BY THESE PRESENTS that each person whose signature appears below constitutes and appoints Don W. Schmitz, attorney for him or her and in his or her name and on his or her behalf to sign the Registration Statement on Form S-8, and any amendments thereto, of Pharmacia Corporation to be filed with the Securities and Exchange Commission under the Securities Act of 1933, with respect to the issue and sale of shares of Common Stock of Pharmacia Corporation pursuant to the provisions of the Pharmacia Corporation 2001 Long-Term Incentive Plan, and generally to do and perform all things necessary to be done in the premises as fully and effectually in all respects as I could do if personally present.

| Signature | Title |
|---|--|
| /s/ Fred Hassan ----- Fred Hassan | Chairman and Chief Executive Officer (Principal Executive Officer) |
| /s/ Christopher J. Coughlin ----- Christopher J. Coughlin | Executive Vice President and Chief Financial Officer (Principal Financial Officer) |

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| | |
|---|---|
| /s/ Robert G. Thompson ----- Robert G. Thompson | Senior Vice President and Controller (Principal Accounting Officer) |
| /s/ Frank C. Carlucci ----- Frank C. Carlucci | Director |
| /s/ M. Kathryn Eickhoff ----- M. Kathryn Eickhoff | Director |
| /s/ Michael Kantor ----- Michael Kantor | Director |
| /s/ Gwendolyn S. King ----- Gwendolyn S. King | Director |
| /s/ Philip Leder, MD ----- Philip Leder, MD | Director |
| /s/ R.L. Berthold Lindqvist ----- R.L. Berthold Lindqvist | Director |
| /s/ Olof G. Lund ----- Olof G. Lund | Director |
| /s/ C. Steven McMillan ----- C. Steven McMillan | Director |
| /s/ William U. Parfet ----- William U. Parfet | Director |
| /s/ Jacobus F.M. Peters ----- Jacobus F.M. Peters | Director |
| /s/ Ulla B. Reinius ----- Ulla B. Reinius | Director |

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Ulla B. Reinius

/s/ William D. Ruckelshaus Director

William D. Ruckelshaus

/s/ Bengt I. Samuelsson Director

Bengt I. Samuelsson

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