

SCHERING PLOUGH CORP

Form 10-K/A

May 03, 2004

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**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**Form 10-K/A**

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2003

Commission File No. 1-6571

**SCHERING-PLOUGH CORPORATION**

(Exact name of registrant as specified in charter)

New Jersey

I.R.S. Employer Identification No. 22-1918501

(State of incorporation)

2000 Galloping Hill Road

Kenilworth, N.J. 07033

(908)298-4000

(Address of principal executive offices)

(Registrant's telephone number)

Securities registered pursuant to section 12(b) of the  
Act:

| <u>Title of each class</u>       | <u>Name of each exchange on<br/>which registered</u> |
|----------------------------------|--|
| Common Shares, \$.50 par value   | New York Stock Exchange                              |
| Preferred Share Purchase Rights* | New York Stock Exchange                              |

\*At the time of filing, the Rights were not traded separately from the Common Shares.

Indicate by check mark whether the registrant has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and has been subject to such filing requirements for the past 90 days. YES  NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). YES  NO

Aggregate market value of common shares held by non-affiliates computed by reference to the price at which the common shares were last sold as of June 30, 2003 (the last business day of the registrant's most recently completed second fiscal quarter): \$27,309,591,713

Common shares outstanding as of January 31, 2004: 1,471,196,309

**Documents incorporated by reference**

Schering-Plough Corporation Proxy  
Statement for the Annual Meeting of  
Shareholders on April 27, 2004

**Part of Form 10-K  
incorporated into  
Part III**

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Item 6. Exhibits and Reports on Form 8-K

SIGNATURES

Item 6. Exhibits and Reports on Form 8-K

DISTRIBUTION AGREEMENT

CERTIFICATION

CERTIFICATION

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**Explanatory Note:**

This amendment to Schering-Plough Corporation's 2003 Form 10-K is being filed solely to include a new version of Exhibit 10(u). That Exhibit omits certain information for which Schering-Plough Corporation has requested confidential treatment by the SEC. No other portions of the 10-K are being amended.

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Item 15. Exhibits, Financial Statement Schedules, and Reports on Form 8-K

(a) 3. Exhibits The following Exhibits are filed with this Amendment:

| <b><u>Exhibit Number</u></b> | <b>Description</b>   |
|------------------------------|--|
| 10(u)                        | Distribution Agreement between the Company and Centocor, Inc., dated April 3, 1998.*                                   |
| 31.1                         | Sarbanes-Oxley Act of 2002, Section 302 Certification for Chairman of the Board, Chief Executive Officer and President |
| 31.2                         | Sarbanes-Oxley Act of 2002, Section 302 Certification for Executive Vice President and Chief Financial Officer         |

\*Note that information is omitted from Exhibit 10(u) pursuant to a request for confidential treatment and filed separately with the Securities and Exchange Commission pursuant to Rule 24b-2 under the Securities Exchange Act of 1934, as amended.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Schering-Plough Corporation  
(Registrant)

Date April 29, 2004

By /s/ Thomas H. Kelly

Thomas H. Kelly  
Vice President and Controller

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated.

By /s/ Fred Hassan

Fred Hassan  
Chairman of the Board, Chief Executive Officer  
and President

By /s/ Robert J. Bertolini

Robert J. Bertolini  
Executive Vice President and  
Chief Financial Officer

By /s/ Thomas H. Kelly

Thomas H. Kelly  
Vice President and Controller  
and Principal Accounting Officer

By \_\_\_\_\_ \*

Hans W. Becherer  
Director

By \_\_\_\_\_ \*

Philip Leder, M.D.  
Director

By \_\_\_\_\_ \*

Eugene R. McGrath  
Director

By \_\_\_\_\_ \*

Carl E. Mundy, Jr.  
Director

By \_\_\_\_\_ \*

Richard de J. Osborne  
Director

By \_\_\_\_\_ \*

Patricia F. Russo  
Director

By \_\_\_\_\_ \*

Kathryn C. Turner  
Director

By \_\_\_\_\_ \*

Robert F. W. van Oordt  
Director

By \_\_\_\_\_ \*

Arthur F. Weinbach  
Director

\*By: /s/ Thomas H. Kelly

Date: April 29, 2004



Thomas H. Kelly  
Attorney-in-fact

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Exhibit Index

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