

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 AMENDMENT NO. 1 TO FORM D

OMB APPROVAL table with OMB Number: 3235-0076, Expires: May 31, 2002, Estimated average burden hours per response: 16.00



02025003

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

MAR 20 2002 070

SEC USE ONLY table with Prefix, Serial, and DATE RECEIVED fields

355 942

Name of Offering () check if this is an amendment and name has changed, and indicate change.)

Up to U.S. \$1,000,000,000 aggregate principal amount outstanding at any one time of Pharmacia Corporation's short-term unsecured promissory notes...

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE Type of Filing: New Filing Amendment

PROCESSED

A. BASIC IDENTIFICATION DATA

APR 03 2002

I. Enter the information requested about the issuer:

Name of Issuer () check if this is an amendment and name has changed and indicate change.)

Pharmacia Corporation

THOMSON FINANCIAL

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 100 Route 206 North, Peapack, NJ 07977 908-901-8000

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

Brief Description of Business Pharmacia Corporation is a pharmaceutical company. The three principal business lines are prescription pharmaceuticals, agricultural productivity, and seeds and genomics.

Type of Business Organization corporation limited partnership, already formed business trust limited partnership, to be formed other (please specify):

Actual or Estimated Date of Incorporation or Organization: Month Year Actual Estimated 04 33

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for state; CN for Canada; FN for other foreign jurisdiction) D E

I. GENERAL INSTRUCTIONS

Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6). When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Information Required: A new filing must contain all information requested. Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Fred Hassan

Business or Residence Address (Name and Street, City, State, Zip Code)

100 Route 206 North, Peapack, NJ 07977

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Frank C. Carlucci

Business or Residence Address (Name and Street, City, State, Zip Code)

100 Route 206 North, Peapack, NJ 07977

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

M. Kathryn Eickhoff

Business or Residence Address (Name and Street, City, State, Zip Code)

100 Route 206 North, Peapack, NJ 07977

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Michael Kantor

Business or Residence Address (Name and Street, City, State, Zip Code)

100 Route 206 North, Peapack, NJ 07977

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Gwendolyn S. King

Business or Residence Address (Name and Street, City, State, Zip Code)

100 Route 206 North, Peapack, NJ 07977

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Philip Leder

Business or Residence Address (Name and Street, City, State, Zip Code)

100 Route 206 North, Peapack, NJ 07977

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

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- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Berthold Lindquist

Business or Residence Address (Name and Street, City, State, Zip Code)

100 Route 206 North, Peapack, NJ 07977

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Olof Lund

Business or Residence Address (Name and Street, City, State, Zip Code)

100 Route 206 North, Peapack, NJ 07977

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

C. Steven McMillan

Business or Residence Address (Name and Street, City, State, Zip Code)

100 Route 206 North, Peapack, NJ 07977

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

William U. Parfet

Business or Residence Address (Name and Street, City, State, Zip Code)

100 Route 206 North, Peapack, NJ 07977

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Jacobus F. Peters

Business or Residence Address (Name and Street, City, State, Zip Code)

100 Route 206 North, Peapack, NJ 07977

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Ulla Reinus

Business or Residence Address (Name and Street, City, State, Zip Code)

100 Route 206 North, Peapack, NJ 07977

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- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

William D. Ruckelshaus

Business or Residence Address (Name and Street, City, State, Zip Code)

100 Route 206 North, Peapack, NJ 07977

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Bengt Samuelsson

Business or Residence Address (Name and Street, City, State, Zip Code)

100 Route 206 North, Peapack, NJ 07977

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Christopher J. Coughlin

Business or Residence Address (Name and Street, City, State, Zip Code)

100 Route 206 North, Peapack, NJ 07977

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Hakan Astrom

Business or Residence Address (Name and Street, City, State, Zip Code)

100 Route 206 North, Peapack, NJ 07977

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Philip Needleman

Business or Residence Address (Name and Street, City, State, Zip Code)

100 Route 206 North, Peapack, NJ 07977

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- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Richard Collier

Business or Residence Address (Name and Street, City, State, Zip Code)

100 Route 206 North, Peapack, NJ 07977

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Goran Ando

Business or Residence Address (Name and Street, City, State, Zip Code)

100 Route 206 North, Peapack, NJ 07977

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Carrie Cox

Business or Residence Address (Name and Street, City, State, Zip Code)

100 Route 206 North, Peapack, NJ 07977

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Stephen P. MacMillan

Business or Residence Address (Name and Street, City, State, Zip Code)

100 Route 206 North, Peapack, NJ 07977

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Timothy Rothwell

Business or Residence Address (Name and Street, City, State, Zip Code)

100 Route 206 North, Peapack, NJ 07977

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- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Hendrik A. Verfaillie

Business or Residence Address (Name and Street, City, State, Zip Code)

100 Route 206 North, Peapack, NJ 07977

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

B. INFORMATION ABOUT OFFERING

- | | | |
|---|---------------------------------|---|
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? | Yes
<input type="checkbox"/> | No
<input checked="" type="checkbox"/> |
| 2. What is the minimum investment that will be accepted from any individual?..... | \$ | N/A |
| 3. Does the offering permit joint ownership of a single unit? | Yes
<input type="checkbox"/> | No
<input checked="" type="checkbox"/> |
| 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. | | |

Full Name (Last name first, if individual)

Goldman, Sachs & Co.

Business or Residence Address (Number and Street, City, State, Zip Code)

85 Broad Street, New York, NY 10004

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States).....

All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Full Name (Last name first, if individual)

J.P. Morgan Securities Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

270 Park Avenue, New York, NY 10017

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States).....

All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price ¹	Amount Already Sold ²
Debt.....	\$ <u>1,000,000,000</u>	\$ <u>643,010,000</u>
Equity.....	\$ <u>0</u>	\$ <u>0</u>
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ <u>0</u>	\$ <u>0</u>
Partnership Interests.....	\$ <u>0</u>	\$ <u>0</u>
Other (Specify _____).....	\$ <u>0</u>	\$ <u>0</u>
 Total.....	 \$ <u>1,000,000,000</u>	 \$ <u>643,010,000</u>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number of Investors ³	Aggregate Dollar Amount of Purchases ⁴
Accredited Investors	<u>14</u>	\$ <u>1,043,510,000</u>
Non-accredited investors	<u>0</u>	\$ <u>0</u>
Total (for filings under Rule 504 only).....	<u>N/A</u>	\$ <u>N/A</u>

Answer also in Appendix, Column 4, if filing under ULOE.

¹ This is a continuous commercial paper program. This figure represents the maximum principal amount of short-term promissory notes authorized to be outstanding at any one time.
² Aggregate principal amount outstanding as of March 15, 2002.
³ Number of investors as of March 15, 2002.
⁴ Aggregate dollar amount of purchases as of March 15, 2002.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505.....	N/A	\$ N/A
Regulation A.....	N/A	\$ N/A
Rule 504.....	N/A	\$ N/A
Total.....	N/A	\$ N/A

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	<input type="checkbox"/>	\$ 0
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ 0
Legal Fees.....	<input checked="" type="checkbox"/>	\$ 125,000
Accounting Fees.....	<input type="checkbox"/>	\$ 0
Engineering Fees.....	<input type="checkbox"/>	\$ 0
Sales Commissions (specify finders' fees separately).....	<input checked="" type="checkbox"/>	\$ 500,000 ⁵
Other Expenses (identify) <u>Rating Agency Fees</u>	<input checked="" type="checkbox"/>	\$ 90,000
Total.....	<input checked="" type="checkbox"/>	\$ 715,000 ⁶

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer.".....

\$ 999,285,000

⁵ Sales commissions are 5 basis points (0.0005%) of the amount of the purchase. The amount of sales commissions listed is based on the sale of the maximum principal amount of short-term promissory notes authorized to be outstanding at any one time. The accumulative aggregate dollar amount of sales may be greater than such amount.

⁶ The total figure is inclusive of sales commissions, calculated in the manner described in the preceding note.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.

		Payments to Officers, Directors, & Affiliates		Payments To Others
Salaries and fees	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase of real estate	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Construction or leasing of plant buildings and facilities	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Repayment of indebtedness	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Working capital	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ 999,285,000
Other (specify): _____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
_____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
_____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Column Totals	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ 999,285,000
Total Payments Listed (column totals added)		<input checked="" type="checkbox"/> \$ 999,285,000		

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized persons. If this notice is filed under Rule 505, the following signatures constitute an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Pharmacia Corporation	Signature <i>Don W. Schmitz</i>	Date March 19, 2002
Name of Signer (Print or Type) Don W. Schmitz	Title of Signer (Print or Type) Vice President and Secretary	
	Signature <i>Camilla Uden</i>	Date March 19, 2002
Name of Signer (Print or Type) Camilla Uden	Title of Signer (Print or Type) Assistant Treasurer	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)