

PHARMACIA CORP /DE/  
Form 8-A12B/A  
March 21, 2001

As filed with the Securities and Exchange Commission on March 21, 2001

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

---

**FORM 8-A/A  
(Amendment No. 1)  
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

PHARMACIA CORPORATION

---

(Exact Name of Registrant as Specified in Its Charter)

Delaware

---

(State of Incorporation or Organization)

100 Route 206 North, Peapack, New Jersey

---

(Address of Principal Executive Offices)

43-0420020

---

(IRS Employer Identification No.)

07977

---

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this relates: \_\_\_\_\_

(If applicable)

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

Title of Each Class  
to be so Registered

Name of Each Exchange on Which  
Each Class is to be Registered

Preferred Share Purchase Rights

New York Stock Exchange, Inc.

Securities to be registered pursuant to Section 12(g) of the Act:

None

---

(Title of Class)

---

This Form 8-A/A amends and supplements the Form 8-A filed by Pharmacia Corporation, a Delaware corporation (formerly Monsanto Company) (the "Company"), with the Securities and Exchange Commission on December 30, 1999, with respect to Preferred Share Purchase Rights (the "Original Form 8-A"). Capitalized terms used without definition herein shall have the meaning set forth in the Original Form 8-A.

Item 1. Description of Registrant's Securities to be Registered.

Item 1 of the Original Form 8-A is amended and supplemented by adding the following:

In accordance with the Rights Agreement, the Company has appointed Mellon Investor Services LLC as Rights Agent (the "Successor Rights Agent"), effective February 20, 2001. The Company and the Successor Rights Agent have entered into an Amended and Restated Rights Agreement, dated as of February 20, 2001, which amends and restates the Rights Agreement.

The Amended and Restated Rights Agreement (which includes as Exhibit A the form of Rights Certificate) is attached hereto as an exhibit and is hereby incorporated herein by reference.

Item 2. Exhibits

Item 2 of the Original Form 8-A is amended and restated as follows:

<u>Exhibit No.</u>	<u>Description</u>
--------------------	--------------------

- |     |  |
|-----|--|
| (4) | Amended and Restated Rights Agreement, dated as of February 20, 2001, between Pharmacia Corporation and Mellon Investor Services LLC, which includes the form of Right Certificate as Exhibit A. |
|-----|--|

- 2 -

---

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

**PHARMACIA CORPORATION**

By: /s/ Don W. Schmitz

---

Name: Don W. Schmitz  
Title: Vice President and Secretary

Date: March 21, 2001

- 3 -

---

**EXHIBIT INDEX>**

Exhibit No.    Description

- (4)    Amended and Restated Rights Agreement, dated as of February 20, 2001, between Pharmacia Corporation and Mellon Investor Services LLC, which includes the form of Right Certificate as Exhibit A.

- 4 -