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SCHERING PLOUGH CORP
Form 8-A12B
August 06, 2004

SECURITIES AND EXCHANGE
COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(B) OR 12(G) OF THE
SECURITIES EXCHANGE ACT OF 1934

SCHERING-PLOUGH CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

New Jersey
(State of Incorporation or
Organization)

22-1918501
(I.R.S. Employer
Identification Number)

2000 Galloping Hill Road
Kenilworth, NJ
(Address of Principal Executive Offices)

07033
(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), 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), check the
following box.

Securities Act registration statement file number to which this form relates:
333-113222

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 |
|--|--|
| ----- | ----- |
| 6.00% Mandatory Convertible Preferred Stock, par value \$1.00 per share, liquidation preference \$50.00 per share | New York Stock Exchange |

Securities to be registered pursuant to Section 12(g) of the Act: NONE.

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

Schering-Plough Corporation (the "Registrant") registers hereunder its 6.00% Mandatory Convertible Preferred Stock (the "Mandatory Convertible Preferred Stock"). A general description of the Registrant's preferred shares, par value \$1.00 per share, may be found under the heading "Description of Capital Stock - Preferred Shares" beginning on page 21 of the prospectus forming part of the Registrant's Amendment No. 1 to the Registration Statement on Form

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S-3 (Registration No. 333-113222), filed with the Securities and Exchange Commission (the "Commission") and declared effective on May 11, 2004. In addition, a detailed description of the Mandatory Convertible Preferred Stock may be found under the heading "Description of Mandatory Convertible Preferred Stock" beginning on page S-24 of the prospectus supplement dated August 4, 2004 (Registration No. 333-113222), which description is hereby incorporated herein by reference and made part of this registration statement in its entirety.

The Registrant plans to list these shares on the New York Stock Exchange under the symbol "SGP PrM".

ITEM 2. EXHIBITS.

The following exhibits are filed as part of this registration statement:

- 3.1 Certificate of Incorporation of Schering-Plough Corporation, as amended and currently in effect (incorporated by reference to (1) Exhibit 3(i) to the Registrant's Quarterly Report for the period ended June 30, 1995 on Form 10-Q; (2) Exhibit 3 to the Registrant's Quarterly Report for the period ended June 30, 1997 on Form 10-Q; (3) Exhibit 3(a) to the Registrant's Quarterly Report for the period ended March 31, 1999 on Form 10-Q; and (4) Exhibit 3(i) to the Registrant's Quarterly Report for the period ended June 30, 2004 on Form 10-Q, File No. 1-6571).
- 3.2 By-Laws, as amended and currently in effect (incorporated by reference to (1) Exhibit 4(2) to the Registrant's Registration Statement on Form S-3, File No. 333-853; (2) Exhibit 4 to the Registrant's Quarterly Report for the period ended September 30, 1998 on Form 10-Q; (3) Exhibit 4 to the Registrant's Quarterly Report for the period ended March 31, 2001 on Form 10-Q; and (4) Exhibit 3(b) to the Registrant's Annual Report for 2001 on Form 10-K, File No. 1-6571).
- 4.1 Certificate of Amendment to the Registrant's Certificate of Incorporation for 6.00% Mandatory Convertible Preferred Stock.
- 99(A) Prospectus Supplement, dated August 4, 2004, is incorporated herein by reference to the Registrant's filing under Rule 424(b) with the Commission on August 5, 2004 (Registration No. 333-113222).
- 99(B) Registration Statement on Form S-3 (Registration No. 333-113222), as amended by Amendment No. 1 to the Registration Statement on Form S-3, filed with the Commission and declared effective on May 11, 2004, is incorporated herein by reference.

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.

SCHERING-PLOUGH CORPORATION

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Date: August 5, 2004

By: /s/ Susan Ellen Wolf

Name: Susan Ellen Wolf
Title: Secretary, Associate General
Counsel and Staff Vice President

EXHIBIT INDEX

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