SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934 (Amendment No.)

Filed by the registrant /X/

Filed by a party other than the registrant / /

Check the appropriate box:

/ / Preliminary Proxy Statement

/ / Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)2))

/X/ Definitive Proxy Statement

/ / Definitive Additional Materials

/ / Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14(a)-12

THE QUIGLEY CORPORATION

(Name of Registrant as Specified in Charter)

(Name of Person(s) filing Proxy Statement, if other than Registrant)

Payment of filing fee (check the appropriate box):

/X/ No fee required.

/ / Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

Title of each class of securities to which transaction applies:

Aggregate number of securities to which transaction applies:

Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

/ / Fee paid previously with preliminary materials.

/ / Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount Previously Paid:

Form, Schedule or Registration Statement no.:

Filing Party:

Date Filed:

- --

THE QUIGLEY CORPORATION
Kells Building
621 Shady Retreat Road
P. O. Box 1349
Doylestown, PA 18901

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
to be held May 1, 2002

TO THE STOCKHOLDERS OF THE QUIGLEY CORPORATION:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of THE QUIGLEY CORPORATION, a NEVADA Corporation (the "Company") will be held at Doylestown Country Club, Green Street, P.O. Box 417, Doylestown, PA 18901 on Wednesday, May 1, 2002, at 4:00 P.M., local time, for the following purposes:

(i) To elect a Board of Directors to serve for the ensuing year until the next Annual Meeting of Stockholders and until their respective successors have been duly elected and qualified.

(ii) To ratify the appointment of PricewaterhouseCoopers LLP as independent auditors for the year ending December 31, 2002.

(iii) To transact such other business as may properly come before the Meeting and any adjournments thereof.

Only stockholders of record at the close of business on March 15, 2002 will be entitled to notice of and to vote at the Annual Meeting of Stockholders or any adjournment thereof. Any stockholder may revoke a proxy at any time prior to its exercise by filing a later-dated proxy, or a written notice of revocation with the Secretary of the Company, or by voting in person at the Meeting. If a stockholder is not attending the Meeting, any proxy or notice should be returned in time for receipt no later than the close of business on the day preceding the Meeting.

DUE TO LIMITED SEATING CAPACITY, ADMISSION WILL BE LIMITED TO ONE (1) SEAT PER STOCKHOLDER OF RECORD. IF YOUR SHARES ARE HELD BY A BANK OR BROKER, YOU MUST BRING YOUR BANK OR BROKERS' STATEMENT EVIDENCING YOUR BENEFICIAL OWNERSHIP OF THE QUIGLEY CORPORATION STOCK TO THE MEETING.

By Order of the Board of Directors

ERIC H. KAYTES, Secretary

Doylestown, PA
April 1, 2002

WHETHER OR NOT YOU EXPECT TO BE PRESENT AT THE MEETING, YOU ARE URGED TO FILL IN, DATE, SIGN AND RETURN THE ENCLOSED PROXY IN THE ENVELOPE PROVIDED, WHICH REQUIRES NO POSTAGE IF MAILED IN THE UNITED STATES.

THE QUIGLEY CORPORATION
Kells Building
621 Shady Retreat Road
P. O. Box 1349
Doylestown, PA 18901

PROXY STATEMENT

APRIL 1, 2002

This Proxy Statement is being furnished in connection with the solicitation of proxies by the Board of Directors of The Quigley Corporation, (the "Company") for use at the Annual Meeting of Stockholders of the Company to be held at Doylestown Country Club, Green Street, P.O. Box 417, Doylestown, PA 18901, on Wednesday, May 1, 2002 at 4.00 P.M., local time, and any adjournments thereof (the "Meeting").

The principal executive offices of the Company are located at the Kells Building, 621 Shady Retreat Road, P.O. Box 1349, Doylestown, Pennsylvania 18901. The approximate date on which this Proxy Statement and the accompanying Proxy will first be sent or given to stockholders is April 1, 2002.

At the Meeting, the following proposals will be presented to the Stockholders for approval:

(i) To elect a Board of Directors to serve for the ensuing year until the next Annual Meeting of Stockholders and until their respective successors have been duly elected and qualified.

(ii) To ratify the appointment of PricewaterhouseCoopers LLP as independent auditors for the year ending December 31, 2002.

(iii) To transact such other business as may properly come before the Meeting and any adjournments thereof.

DUE TO LIMITED SEATING CAPACITY, ADMISSION WILL BE LIMITED TO ONE (1) SEAT PER STOCKHOLDER OF RECORD. IF YOUR SHARES ARE HELD BY A BANK OR BROKER, YOU MUST BRING YOUR BANK OR BROKERS' STATEMENT EVIDENCING YOUR BENEFICIAL OWNERSHIP OF THE QUIGLEY CORPORATION STOCK TO THE MEETING.

RECORD AND VOTING SECURITIES

Only stockholders of record at the close of business on March 15, 2002 will be entitled to notice of and to vote at the Meeting. At the close of business on such record date, the Company had 10,675,153 shares of Common Stock, par value $.0005 per share (the "Common Stock") outstanding and entitled to vote at the Meeting. Each outstanding share of Common Stock is entitled to one vote. There was no other class of voting securities of the Company outstanding on the Record Date. A majority of the outstanding shares of Common Stock present in person or by Proxy is required for a quorum.

PROXIES AND VOTING RIGHTS

Shares of Common Stock represented by Proxies that are properly executed, duly returned and not revoked will be voted in accordance with the instructions contained therein. If no instructions are contained in a Proxy, the shares of Common Stock represented thereby will be voted (i) for election as directors of the persons who have been nominated by the Board of Directors, (ii) for ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent auditors for the year ending December 31, 2002, and (iii) upon any other matter that may properly be brought before the Meeting, in accordance with the judgment of the person or persons voting the Proxy. The execution of a Proxy will in no way affect a stockholder's right to attend the Meeting and to vote in person. Any Proxy executed and returned by a stockholder may be revoked at any time thereafter by written notice of revocation given to the Secretary of the Company prior to the vote to be taken at the Meeting, by execution of a subsequent Proxy that is presented at the Meeting, or by voting in person at the Meeting, in any such case, except as to any matter or matters upon which a vote shall have been cast pursuant to the authority conferred by such Proxy prior to such revocation.

Broker "non-votes" and the shares of Common Stock as to which a stockholder abstains are included for purposes of determining the presence or absence of a quorum for the transaction of business at the Annual Meeting. A broker "non-vote" occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and has not received instructions from the beneficial owner.

ANNUAL REPORT PROVIDED WITH PROXY STATEMENT

Copies of the Company's Annual Report containing audited financial statements of the Company for the year ended December 31, 2001, are being mailed together with this Proxy Statement to all stockholders entitled to vote at the Meeting.

SECURITY OWNERSHIP

The following table sets forth information concerning ownership of the Company's Common Stock as of March 15, 2002 by each person known by the Company to be the beneficial owner of more than five percent of the Common Stock, each director and executive officer and by all directors and executive officers of the Company as a group. Unless otherwise indicated, the address of each person or entity listed below is the Company's principal executive office.

Five Percent Stockholders, Directors, and all Executive Officers and Directors as a Group	Common Stock Beneficially Owned (1)	Percent of Class

GUY J. QUIGLEY (2) (3) (4)	4,040,264	34.4
CHARLES A. PHILLIPS (2) (3) (5)	1,796,206	15.7
GEORGE J. LONGO (2) (3) (6)	515,000	4.6
ERIC H. KAYTES (2) (3) (7)	628,404	5.7
JACQUELINE F. LEWIS (2) (8)	55,000	-
ROUNSEVELLE W. SCHAUM (2) (9)	40,000	-
CHARLES A. GENUARDI (2) (10)	50,000	-
ALL DIRECTORS AND OFFICERS (11) (Seven Persons)	7,124,874	52.9

(1) Beneficial ownership has been determined in accordance with Rule 13d-3 under the Exchange Act ("Rule 13d-3") and unless otherwise indicated, represents shares for which the beneficial owner has sole voting and investment power. The percentage of class is calculated in accordance with Rule 13d-3 and includes options or other rights to subscribe which are exercisable within sixty (60) days of March 15, 2002.
(2) Director of the Company.
(3) Officer of the Company.
(4) Mr. Quigley's beneficial ownership includes options and warrants exercisable within sixty (60) days from March 15, 2002, to purchase 840,000 shares of Common Stock, options and warrants to purchase 239,000 shares of Common Stock beneficially owned by Mr. Quigley's wife and an aggregate of 514,705 shares beneficially owned by members of Mr. Quigley's immediate family.
(5) Mr. Phillips' beneficial ownership includes options and warrants exercisable within sixty (60) days from March 15, 2002, to purchase 775,000 shares of Common Stock, and options to purchase 13,500 shares of Common Stock beneficially owned by Mr. Phillips' wife.
(6) Mr. Longo's beneficial ownership includes options and warrants exercisable within sixty (60) days from March 15, 2002, to purchase 475,000 shares of Common Stock.
(7) Mr. Kaytes' beneficial ownership includes options and warrants exercisable within sixty (60) days from March 15, 2002, to purchase 355,000 shares of Common Stock.
(8) Ms. Lewis' address is 3805 Old Easton Road, Doylestown, PA 18901. Ms. Lewis' beneficial ownership includes options exercisable within sixty (60) days from March 15, 2002, to purchase 55,000 shares of Common Stock.
(9) Mr. Schaum's address is One Bannister's Warf, Newport, RI 02840. Mr. Schaum's beneficial ownership includes options exercisable within sixty (60) days from March 15, 2002, to purchase 35,000 shares of Common Stock.
(10) Mr. Genuardi's address is 470 Norristown Road, Suite 300, Blue Bell, PA 19422. Mr. Genuardi's beneficial ownership includes options exercisable within sixty (60) days from March 15, 2002, to purchase 15,000 shares of Common Stock.
(11) Includes an aggregate of 2,802,500 shares of Common Stock underlying options and warrants that are exercisable within sixty (60) days from March 15, 2002.

COMPENSATION AND OTHER INFORMATION CONCERNING DIRECTORS AND OFFICERS

Executive Compensation

The following table provides summary information concerning cash and certain other compensation for the years ended December 31, 2001, 2000 and 1999 paid or accrued by the Company to or on behalf of the Company's Chief Executive Officer and each of the other most highly compensated executive officers of the Company whose compensation exceeded $100,000 during 2001:

SUMMARY COMPENSATION TABLE

		Annual Compensation			Long-Term Compensation	
Name and Principal Position	Year	Salary (1) ($)	Bonus (2) ($)	Other Annual Compensation (3) (4) ($)	Securities Underlying Options (#)	All Other Compensation (5) ($)
Guy J. Quigley	2001	504,000	126,000	489,460	70,000	66,403
Chairman of the	2000	504,000		536,851	70,000	66,403
Board, President,	1999	420,000		814,701	85,000	65,903
Chief Executive Officer						

Charles A. Phillips Executive Vice President, Chief Operating Officer	2001 2000 1999	352,800 352,800 294,000	88,200	162,154 178,949 271,567	60,000 70,000 85,000	52,101 52,101 51,601
George J. Longo Vice President, Chief Financial Officer	2001 2000 1999	302,400 302,400 252,000	75,600		55,000 70,000 100,000	28,320 28,320 27,820
Eric H. Kaytes Vice President, Secretary-Treasurer, Chief Information Officer	2001 2000 1999	230,400 230,400 192,000	57,600		25,000 70,000 50,000	27,539 27,539 27,039

(1) Compensation paid pursuant to employment agreements.

(2) Bonus's paid pursuant to the Company attaining specified sales and net income goals.

(3) Additional compensation, including founder's commission at 3.75% of sales collected less certain deductions for Mr. Quigley, and founder's commission at 1.25% of sales collected less certain deductions for Mr. Phillips.

(4) The value of personal benefits for the executive officers of the Company that might be attributable to management as executive fringe benefits, such as vehicles can not be specifically or precisely determined; however, it would not exceed the lesser of $50,000 or 10% of the total annual salary and bonus reported for any individual named above.

(5) Includes amounts attributable to the executive officers for reverse split dollar life insurance policies on which the Company pays the premiums. These insurance policies currently provide for the proceeds to be used by the Company for, among other things, the purchase of the officer's stock, at the fair market value, from the officer's estate if desired by the executor of the estate. Also, included are matching contributions attributable to each officer in the Company's 401(k) Plan.

Compensation Pursuant to Plans
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An incentive stock option plan was instituted in 1997, (the "1997 Stock Option Plan") and approved by the stockholders in 1998. Options pursuant to the 1997 Stock Option Plan have been granted to directors, executive officers, and employees during 2001, 2000 and 1999. In early 1999, the Company implemented a defined contribution plan for its employees with the Company's contribution to the plan being based on the amount of the employee plan contribution.

Option Grants Table
- -------------------

The following table sets forth certain information regarding stock option grants made to each of the executive officers during 2001:

OPTION GRANTS IN LAST FISCAL YEAR

Name	Number of Securities Underlying Options Granted	Percent of Total Options Granted to Employees in Fiscal Year (%)	Exercise or Base Price ($/sh)	Expiration Date	Potential Realizable Value at Assumed Rates of Annual Rates of Stock Price Appreciation for Option ($) (1)	
					5%	10%
Guy J. Quigley	70,000	17.5	1.26	12/10/11	55,300	140,700
Charles A. Phillips	60,000	15.0	1.26	12/10/11	47,400	120,600
George J. Longo	55,000	13.8	1.26	12/10/11	43,450	110,550
Eric H. Kaytes	25,000	6.3	1.26	12/10/11	19,750	50,250

(1) The potential realizable portion of the foregoing table illustrates value that might be realized upon exercise of options immediately prior to the expiration of their term, assuming (for illustrative purposes only) the specified compounded rates of appreciation on the Company's Common Stock over the term of the option. These numbers do not take into account provisions providing for termination of the option following termination of employment, non-transferability or difference in vesting periods.

Aggregated Option Exercises and Year-End Option Values Table
- --

The following table sets forth certain information concerning stock options exercised during 2001 and stock options, which were unexercised at the end of 2001 with respect to the executive officers:

AGGREGATED OPTION EXERCISES DURING THE MOST RECENTLY
COMPLETED FISCAL YEAR AND FISCAL YEAR-END OPTION VALUES

Name	Shares Acquired on Exercise (#)	Value Realized ($)	Number of Securities Underlying Unexercised Options	Value of Unexercised In-the Money Options at Year End ($) (1)
Guy J. Quigley	-	-	840,000	398,800
Charles A. Phillips	-	-	775,000	388,400
George J. Longo	-	-	475,000	218,200
Eric H. Kaytes	-	-	355,000	214,500

(1) Represents the total gain that would be realized if all in-the-money options held at December 31, 2001 were exercised, determined by multiplying the number of shares underlying the options by the difference between the per share option exercise price and $2.30 per share, which was the closing price per share of the Company's Common Stock on December 31, 2001. An option is in-the-money if the fair market value of the underlying shares exceeds the exercise price of the option.

Royalty and Employment Agreements

The Cold-Eeze(R) product is manufactured for the Company by an independent manufacturer and marketed by the Company in accordance with the terms of the licensing agreement (between the Company and Godfrey Science & Design, Inc. and John C. Godfrey, Ph.D.; hereinafter "Dr. Godfrey"). The contract is assignable by the Company with Dr. Godfrey's consent. Throughout the duration of the agreement Dr. Godfrey is to receive a three percent (3%) royalty on sales collected, less certain deductions, of the Company's Cold-Eeze(R)products.

A separate consulting agreement between the parties referred to directly above was similarly entered into on May 4, 1992 whereby Dr. John C. Godfrey and Dr. Nancy J. Godfrey are to receive a consulting fee of two percent (2%) on sales collected, less certain deductions of the Company's Cold-Eeze(R) products for consulting services to the Company with respect to such products.

Pursuant to the license agreement entered into between the Company and George Eby Research, the Company pays a royalty fee of three percent (3%) on sales collected, less certain deductions, of the Company's Cold-Eeze(R) products.

An employment agreement between the Company and Guy J. Quigley was entered into on June 1, 1995, whereby Guy J. Quigley is employed as the Chief Executive Officer of the Company for a term ending on May 31, 2005. In addition to compensation for services as an officer of the Company, Mr. Quigley is entitled to receive a founder's commission of five percent (5%) on sales collected, less certain deductions, of the Company's Cold-Eeze(R) products, which is shared with Charles A. Phillips in a ration of 75% and 25%, respectively. Upon the termination of the contract for any reason, Mr. Quigley is entitled to the remainder of his compensation owed him through May 31, 2005.

An employment agreement between the Company and Charles A. Phillips was entered into on June 1, 1995, whereby Charles A. Phillips is employed as the Executive Vice President and Chief Operating Officer of the Company for a term ending on May 31, 2005. In addition to compensation for services as an officer of the Company, Mr. Phillips is entitled to receive twenty five percent (25%) of the founder's commission received by Guy J. Quigley, either directly from Guy J. Quigley or, if requested, directly from the Company. Should Mr. Phillips make such a request upon the Company, the amount owed to him would be deducted from any commissions due Guy J. Quigley. Upon the termination of the contract for any reason, Mr. Phillips is entitled to the remainder of his compensation owed him through May 31, 2005.

George J. Longo is employed as the Chief Financial Officer of the Company pursuant to an employment agreement dated November 5, 1996, for a term ending on May 31, 2005. The agreement provides for a base salary of $150,000, or such greater amount, as the Board of Directors may from time to time determine, with annual increases over the prior year's base salary. In the event of his disability, Mr. Longo is to receive the full amount of his base salary for eighteen months. Upon a change of control of the Company, Mr. Longo is entitled to receive the remainder of compensation for the remaining term of the agreement until May 31, 2005. Upon early termination by the Company without cause (as defined in the agreement), the Company is required to pay Mr. Longo the remainder of the salary owed him through May 31, 2005.

The Company entered into an employment agreement dated as of January 1, 1997, with Eric H. Kaytes on terms substantially similar to those of George J. Longo's employment agreement for a term ending on December 31, 2002. Mr. Kaytes' agreement provides for his employment by the Company as its Chief Information Officer at a base salary of $100,000, or such greater amount, as the Board of Directors may from time to time determine, with annual increases over the prior year's base salary. Mr. Kaytes is entitled to receive severance compensation equal to twelve months of his current compensation upon a change of control of the Company. Upon early termination by the Company without cause (as defined in the agreement), the Company is required to pay Mr. Kaytes the remainder of the salary owed him through December 31, 2002.

REPORTS ABOUT OWNERSHIP OF THE COMPANY'S COMMON STOCK AND COMPLIANCE WITH SECTION 16 (a) OF THE SECURITIES AND EXCHANGE ACT OF 1934

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the Company's officers and directors, and persons who own more than ten percent of a registered class of the Company's equity securities, to file reports of ownership and changes in ownership with the Securities and Exchange Commission (the "Commission"). Officers,

directors and greater than ten-percent stockholders are required by the Commission's regulations to furnish the Company with copies of all Section 16(a) forms they file.

Each of Messrs. Quigley, Phillips, Longo, Kaytes, Schaum, Genuardi and Ms. Lewis filed on a timely basis statements of changes in beneficial ownership of securities for 2001 as required by Section 16(a).

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

For the year ended December 31, 2001, $651,614 was paid or payable under founder's commission agreements between the Company and Guy J. Quigley and Charles A. Phillips, who share a commission of 5% on sales collected, less certain deductions, of the Company's Cold-Eeze(R) products.

In the ordinary course of business, the Company has sales brokerage arrangements with ScandaSystems Ltd. whose President and major stockholder is Mr. Gary Quigley, a relative of the Company's Chief Executive Officer. Approximately $175,436 was paid or payable by the Company to such firm during 2001. The Company has consulting arrangements with the Kay Group, Inc. whose President and major stockholder is Mr. David Kaytes, a relative to the Company's Chief Information Officer. Approximately $176,823 was paid or payable by the Company to such firm during 2001. Certain individuals related to the Company's Chief Executive Officer are also employees of the Company whose aggregate compensation for 2001 was $220,500 and an aggregate of option grants to purchase 16,000 shares of the Company's Common Stock. The Company believes that the services performed by these firms and employees are on terms no more favorable than could have otherwise been obtained from an unaffiliated third party.

The Company is in the process of acquiring licenses in certain countries through related party entities. During 2001, fees amounting to $281,250 have been paid to a related entity to obtain such licenses.

PROPOSALS TO BE SUBMITTED FOR STOCKHOLDER APPROVAL

Proposal 1. ELECTION OF A BOARD OF DIRECTORS

The Directors of the Company are elected annually and hold office for the ensuing year until the next annual meeting of stockholders and until their successors have been duly elected and qualified. The directors are elected by plurality of votes cast by stockholders. The Company's by-laws state that the number of directors constituting the entire Board of Directors shall be determined by resolution of the Board of Directors. The number of directors currently fixed by the Board of Directors is seven.

No proxy may be voted for more people than the number of nominees listed below. Shares represented by all proxies received by the Board of Directors and not so marked as to withhold authority to vote for any individual director (by writing that individual director's name where indicated on the proxy) or for all directors will be voted "FOR" the election of all the nominees named below (unless one or more nominees are unable or unwilling to serve). The Board of Directors knows of no reason why any such nominee would be unable or unwilling to serve, but if such should be the case, proxies may be voted for the election of substitute nominees selected by the Board of Directors.

The following table and the paragraphs following the table set forth information regarding the current ages, terms of office and business experience of the current directors and executive officers of the Company, all of whom are being nominated for re-election to the Board of Directors:

Name	Position	Age	Year First Elected
Guy J. Quigley (1)	Chairman of the Board, President, CEO	60	1989
Charles A. Phillips (1)	Executive Vice President, COO and Director	54	1989
George J. Longo	Vice President, CFO and Director	55	1997
Eric H. Kaytes	Vice President, CIO and Director	47	1989
Jacqueline F. Lewis*	Director	56	1997
Rounsevelle W. Schaum*	Director	69	2000
Charles A. Genuardi*	Director	54	2001

* Member of the audit committee (1) Member of the compensation committee

GUY J. QUIGLEY has been Chairman of the Board, President, and Chief Executive Officer of the Company since September 1989. Prior to this date, Mr. Quigley, an accomplished author, established and operated various manufacturing, sales, marketing and real estate companies in the United States, Europe and the African Continent.

CHARLES A. PHILLIPS has been Executive Vice President, Chief Operations Officer and a Director of the Company since September 1989. Before his employment with the Company, Mr. Phillips founded and operated KEB Enterprises, a gold and diamond mining operation that was based in Sierra Leone, West Africa. In addition, Mr. Phillips served as a technical consultant for Re-Tech, Inc., Horsham, Pennsylvania, where he was responsible for full marketing and production of a prototype electrical device. Mr. Phillips also serves as a director of Invicta Corporation.

GEORGE J. LONGO currently serves as Vice President, Chief Financial Officer and Director of the Company. Mr. Longo assumed his duties as Vice President and Chief Financial Officer for the Company in January 1997. Mr. Longo was also appointed as a Director of the Company in March 1997. Before joining the Company, Mr. Longo served as Chief Financial Officer of two privately held international manufacturing firms and Manager of Corporate Accounting with the predecessor pharmaceutical company to Aventis S.A. (NYSE-AVE), being responsible for SEC and IRS compliance, and was involved in acquisition and general accounting issues. Prior to that, Mr. Longo was with KPMG LLP.

ERIC H. KAYTES currently serves as Vice President, Chief Information Officer, Secretary, Treasurer and Director of the Company. From 1989 until January 1997, Mr. Kaytes also served as the Chief Financial Officer of the Company. Prior to 1989 and concurrent with his responsibilities for the Company, Mr. Kaytes had been an independent programmer and designer of computer software.

JACQUELINE F. LEWIS, appointed to the Board of Directors in December 1997, is presently Vice President and Chief Operating Officer of D. A. Lewis, Inc., a direct mail advertising company that she co-founded in 1976. D. A. Lewis now employs 250 people. Ms. Lewis has also served on the Board of Directors of Suburban Community Bank since 1993.

ROUNSEVELLE W. SCHAUM, was appointed to the Board of Directors in March 2000. Since 1993, Mr. Shaum has served as Chairman of Newport Capital Partners, Inc., an investment-banking firm, specializing in the private placement of equity and convertible debt securities. In such capacity, Mr. Schaum has directed and organized over thirty private equity placements and served on the board of directors of numerous public and private emerging growth companies. Prior to 1993, Mr. Schaum has held senior management positions with international manufacturing companies. He also served as the Chairman of the California Small Business Development Corporation, a private venture capital syndicate, and was the founder of the Center of Management Sciences, a management-consulting firm that services multinational high technology companies and government agencies, including NASA and the Department of Defense.

CHARLES A. GENUARDI, appointed to the Board of Directors in June 2001, was Chairman, President and CEO of Genuardi's Family Markets, with sales of approximately $1 billion, more than 7,000 employees and 40 stores in Pennsylvania, Delaware and New Jersey from 1990 to 2000, when the company was sold to Safeway. Mr. Genuardi is a founding member of the Philadelphia Food Bank and served as a member of the Board of Directors of St. Joseph's University Academy of Food Marketing. He was a Director of the Food Marketing Institute, and a member of the Coca-Cola Retailing Research Council. Currently, Mr. Genuardi serves on the Board of Directors of Gund, Inc., a leading manufacturer of collectible toys and Genuardi Capital Appreciation Limited Partnership. He is also a director of the Genuardi Family Foundation, which was established in 2001 to perpetuate the Genuardi family's legacy of philanthropy. In 2000, Mr. Genuardi was named one of the top 50 business leaders in the Delaware Valley by

Main Line Magazine and Genuardi's Family Markets was recognized as Pennsylvania's "Family Business of the Year."

Required Vote

Directors are elected by a plurality of the votes cast, in person or by proxy, at the Meeting. Votes withheld and broker non-votes are not counted toward a nominee's total.

Recommendation of the Board of Directors

The Board of Directors of the Company recommends a vote "FOR" the election of each of the nominees.

Meetings and Committees of the Board of Directors

For the fiscal year ended December 31, 2001, there were four meetings of the Board of Directors. Each of the directors attended (or participated by telephone) more than 75% of such meetings of the Board of Directors and Committees on which they served in 2001. During 2001, the Board of Directors also acted by unanimous written consent in lieu of a meeting on one occasion.

The Company has three standing committees, the Audit Committee, Executive Operating Committee and Compensation Committee. Prior to establishing these Committees, the customary functions of such committees had been performed by the entire Board of Directors. The Board of Directors does not presently have a standing nominating committee, the customary functions of such committee being performed by the entire Board of Directors. Stockholders wishing to recommend candidates for consideration by the Board of Directors may do so by writing to the Secretary of the Company and providing the candidate's name, biographical data and qualifications.

The members of the Audit Committee are Messrs. Schaum, Genuardi, and Ms. Lewis. Mr. Schaum, serves as Chairman of the Audit Committee. The Audit Committee reviews, analyzes and makes recommendations to the Board of Directors with respect to the Company's accounting policies, controls and statements, consults with the Company's independent public accountants, and reviews filings containing financial information of the Company to be made with the Securities and Exchange Commission. The Audit Committee met one time during 2001.

The members of the Executive Operating Committee are Messrs. Quigley, Phillips, Longo, and Kaytes. The Executive Operating Committee possesses and exercises all the power and authority of the Board of Directors in the management and direction of the business and affairs of the Company, except as limited by law, and except for the power to change the membership or to fill vacancies on the Board of Directors or the Executive Operating Committee. The Executive Operating Committee met one time during 2001.

The members of the Compensation Committee are Messrs. Quigley and Phillips. The Compensation Committee reviews and recommends the salary and other compensation of officers and key employees of the Company, including non-cash benefits, and designates the employees entitled to participate in the Company's benefits plans and other arrangements, as from time to time constituted. The Compensation Committee also administers the Company's Stock Option Plans and recommends the terms of grants of stock options and the persons to whom such options shall be granted in accordance with such plans. These recommendations are then subject to approval by the full Board of Directors. The Compensation Committee met two times during 2001.

Compensation of Directors

Outside directors receive compensation annualized at $12,000. In the event that there are more than five meetings of the Board during any particular year, such director will receive an additional $2,400 for each such meeting. In addition, in 2001 the Board of Directors approved the grant of Options to purchase 15,000 shares of Common Stock to each of the outside directors, at the time of grant, under the Company's 1997 Stock Option Plan. Officers of the Company receive no compensation for their service on the Board or on any Committee.

Compensation Committee Interlocks and Insider Participation

The Board of Directors as a whole provides overall guidance and approval of the Company's executive compensation program. All members of the Board participate in the approval of each of the components of the Company's executive compensation program described in the "Report on Executive Compensation" except that no director who is also a Company employee participates in the approval of their respective compensation. Messrs. Quigley and Phillips serve on the Compensation Committee. No other executive officer of the Company served on any other committee or the compensation committee of another entity performing similar functions during the fiscal year.

The report of the Audit Committee, the report of the Compensation Committee and the performance graph that follow shall not be deemed incorporated by reference by any general statement incorporating by reference this proxy statement or future filings into any filing under the Securities Act of 1933 or under the Securities Exchange Act of 1934, except to the extent that the Company specifically incorporates the information by reference, and shall not otherwise be deemed filed under such Acts.

Report of the Audit Committee

The members of the Audit Committee are Messrs. Schaum, Genuardi, Phillips, and Ms. Lewis. Messrs. Schaum, Genuardi, and Ms. Lewis are independent as defined under the rules of NASD and operate under a written charter adopted by the Board of Directors in 2000. The only non-independent member of the Audit Committee during 2001 was Mr. Phillips, the Company's Chief Operating Officer and Executive Vice President who has been with the Company since 1989. As permitted under the NASD requirements, the Board of Directors carefully considered Mr. Phillips' affiliation with the Company and his membership on the Audit Committee and determined that based on the need for continuity of membership and stability of the Audit Committee, it is in the best interest of the Company and its stockholders that Mr. Phillips continue to serve as a member of the Audit Committee during 2001. Effective January 2, 2002, Mr. Phillips resigned as a member of the Audit Committee.

We have reviewed and discussed with management the Company's audited financial statements as of and for the year ended December 31, 2001.

We have discussed with the independent auditors, PricewaterhouseCoopers LLP, the matters required to be discussed by Statement on Auditing Standards No. 61, Communication with Audit Committees, as amended, by the Auditing Standards Board of the American Institute of Certified Public Accountants. Additionally, audit fees, financial information system designing and implementation fees, and all other service fees that were paid or payable to PricewaterhouseCoopers LLP for 2001 were discussed and amounted to $101,400, zero, $27,757, respectively.

We have received and reviewed written disclosures and the letter from PricewaterhouseCoopers LLP required by Independent Standards No. 1, Independence Discussions with Audit Committees, as amended, by the Independence Standards Board, and have discussed with the auditors the auditor's independence.

Based on the reviews and discussions referred to above, we recommend to the Board of Directors that the financial statements referred to above be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2001 for filing with the Securities and Exchange Commission.

Audit Committee

Rounsevelle W. Schaum, Chairman
Jacqueline F. Lewis
Charles A. Genuardi

Report on Executive Compensation

General

The Compensation Committee reviews and recommends the salary and other compensation of officers and key employees of the Company. The Compensation Committee also administers the Company's Stock Option Plan and recommends the terms of grants of stock options and the persons to whom such options shall be granted in accordance with such plan. These recommendations, as previously indicated, are subject to approval by the full Board of Directors.

Compensation Philosophy

In reaching decisions regarding executive compensation, the Compensation Committee as well as the full board upon approval of such recommendations, balances the total compensation package for each executive, and makes it variable, with sales and profits attained as well as achievement of annual and long-term goals. Competitive levels of compensation are necessary in attracting, rewarding, motivating, and retaining qualified management. The board also believes that the potential for equity ownership by management is beneficial in aligning management's and stockholders' interests in the enhancement of stockholder value. Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"), places a limit of $1,000,000 on the amount of compensation that may be deducted by the Company in any year with respect to certain of the

Company's highest paid executives. Certain performance-based compensation that has been approved by stockholders is not subject to the deduction limit. If necessary, the Company may attempt to qualify certain compensation paid to executive officers for deductibility under the Code, including Section 162(m). However, the Company may from time to time pay compensation to its executive officers that may not be deductible.

Compensation Program

The Company has a comprehensive compensation program, which consists of cash compensation, both fixed and variable, and equity-based compensation. Overall compensation is predicated on industry and peer group comparisons and on performance judgments as to the past and expected future contributions of the individual executive officer. Specific compensation for each executive is designed to fairly remunerate that employee of the Company for the effective exercise of their responsibilities, their management of the business functions for which they are responsible, their extended period of service to the Company and their dedication and diligence in carrying out their responsibilities for the Company.

The fixed aspect is intended to meet the requirements of the employment contracts in effect for all of the Company's officers. See "Executive Compensation - Royalty and Employment Agreements". Employment agreements are in place to insure the Company of consistency of leadership and the retention of qualified executives, and to foster a spirit of employment security, which thereby encourages decisions that will benefit long-term stockholders. Variable compensation is based upon the entire board adopting and approving annually, sales and profit goals to be attained for the ensuing year.

Equity-based compensation is through options periodically granted under the 1997 Stock Option Plan. These grants are designed to directly reward and create a proprietary interest, among the executive officers and other employees, in the Company, which will be an incentive for these employees to work to maximize the long-term total return to stockholders.

Compensation of the Chief Executive Officer

Mr. Quigley's compensation was $1,119,460 in 2001. Mr. Quigley's compensation is based upon the factors described in the compensation program section paragraphs above and is set forth in his employment contract.

Compensation Committee

Guy J. Quigley
Charles A. Phillips

PERFORMANCE GRAPH

The following graph reflects a five-year comparison, calculated on a dividend reinvested basis, of the cumulative total stockholder return on the Common Stock of the Company, the NASDAQ Market Index, and a "peer group" index classified as drug related products by Media General Financial Services ("MG Group Index"). The comparisons utilize an investment of $100 on January 1, 1996 for the Company and the comparative indices, which then measure the values for each group at December 31 of each year presented. There can be no assurance that the Company's stock performance will continue with the same or similar trends depicted in the following performance graph.

GRAPH PLOT POINTS

	1996	1997	1998	1999	2000	2001
THE QUIGLEY CORPORATION	100.00	165.62	63.43	18.24	9.32	26.38
MG GROUP INDEX	100.00	139.12	93.14	79.98	69.10	101.02
NASDAQ MARKET INDEX	100.00	122.32	172.52	304.29	191.25	152.46

Proposal 2. RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS

The Board of Directors has appointed PricewaterhouseCoopers LLP as the Company's independent public auditor for the fiscal year ending December 31, 2002. Although the selection of auditors does not require ratification, the Board of Directors has directed that the appointment of PricewaterhouseCoopers LLP be submitted to stockholders for ratification due to the significance of their appointment to the Company. A representative of PricewaterhouseCoopers LLP is expected to be present at the Meeting. Such representative will have an opportunity to make a statement if so desired, and will be available to respond to appropriate questions from stockholders.

Required Vote

The affirmative vote of the holders of a majority of the shares of Common Stock present, in person or by Proxy is required for ratification of the appointment of PricewaterhouseCoopers LLP as independent auditors of the Company. An abstention, withholding of authority to vote or broker non-vote, therefore, will not have the same legal effect as an "against" vote and will not be counted in determining whether the proposal has received the requisite stockholder vote.

Recommendation of the Board of Directors

The Board of Directors of the Company recommends a vote "FOR" the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent auditors for the year ending December 31, 2002.

STOCKHOLDER PROPOSALS

Proposals of stockholders intended for inclusion in the Proxy Statement to be furnished to all stockholders entitled to vote at the next Annual Meeting of Stockholders of the Company must be received at the Company's principal executive offices not later than December 5, 2002. In order to curtail controversy as to the date on which a proposal was received by the Company, it is suggested that proponents submit their proposals by Certified Mail - Return Receipt Requested.

With respect to any stockholder proposals to be presented at the next annual meeting which are not included in the Company's proxy materials, management proxies for such meeting will be entitled to exercise their discretionary authority to vote on such proposals notwithstanding that they are not discussed in the proxy materials unless the proponent notifies the Company of such proposal by not later than February 17, 2003.

EXPENSES AND SOLICITATION

All expenses in connection with this solicitation will be borne by the Company. In addition to the use of the mail, proxy solicitation may be made by telephone, telegraph and personal interview by officers, directors and employees of the Company. The Company will, upon request, reimburse brokerage houses and persons holding shares in the names of their nominees for their reasonable expenses in sending soliciting material to their principals.

OTHER BUSINESS

The Board of Directors knows of no business that will be presented for consideration at the Meeting other than those items stated above. If any other business should come before the Meeting, votes may be cast, pursuant to proxies, in respect to any such business in the best judgment of the person or persons acting under the proxies.

Dated: April 1, 2002

THE QUIGLEY CORPORATION

By: /s/ Eric H. Kaytes

ERIC H. KAYTES, Secretary