

FRAZIER KENNETH C  
 Form 4  
 November 04, 2009

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 FRAZIER KENNETH C

2. Issuer Name and Ticker or Trading Symbol  
 MERCK SHARP & DOHME CORP.  
 [MRK]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 ONE MERCK  
 DRIVE, WHITEHOUSE STATION  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 11/03/2009

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 Exec. VP & President, GHH

NJ 08889-0100

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	11/03/2009		D		100,786.3549	\$ 0 (1)	D
Common Stock-401(k) Plan	11/03/2009		J		2,475.4088	\$ 0 (2)	I By 401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
 (9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Unit	(3)	11/03/2009		D	25,000	08/01/2010(3) 08/01/2010(3)	Common Stock
RSU - Leader Shares	(3)	11/03/2009		D	14,000	03/02/2010(3) 03/02/2010(3)	Common Stock
Stock Option (right to buy)	\$ 58.9105	11/03/2009		D	94,949	03/01/2003(4) 02/29/2012	Common Stock
Stock Option (right to buy)	\$ 49.9626	11/03/2009		D	105,499	02/28/2004(4) 02/27/2013	Common Stock
Stock Option (right to buy)	\$ 62.0859	11/03/2009		D	89,674	02/22/2005(5) 02/21/2010	Common Stock
Stock Option (right to buy)	\$ 48.24	11/03/2009		D	45,000	02/27/2005(4) 02/26/2014	Common Stock
Stock Option (right to buy)	\$ 31.84	11/03/2009		D	42,500	02/25/2006(4) 02/24/2015	Common Stock
Stock Option (right to buy)	\$ 75.7638	11/03/2009		D	89,674	03/02/2006(5) 03/01/2011	Common Stock
Stock Option (right to buy)	\$ 35.09	11/03/2009		D	112,000	03/03/2007(4) 03/02/2016	Common Stock
	\$ 44.19	11/03/2009		D	131,040	03/02/2008(4) 03/01/2017	

Stock Option (right to buy)								Common Stock
Stock Option (right to buy)	\$ 51.02	11/03/2009	D	60,000	08/01/2008 <sup>(4)</sup>	07/31/2017		Common Stock
Stock Option (right to buy)	\$ 44.3	11/03/2009	D	252,000	02/28/2009 <sup>(4)</sup>	02/28/2018		Common Stock
Stock Option (right to buy)	\$ 23.45	11/03/2009	D	280,000	04/24/2010 <sup>(4)</sup>	04/23/2019		Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRAZIER KENNETH C ONE MERCK DRIVE WHITEHOUSE STATION NJ 08889-0100			Exec. VP & President, GHH	

## Signatures

/s/ Debra A. Bollwage as Attorney-in-Fact for Kenneth C. Frazier

11/04/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Disposed of upon the completion of and pursuant to the transactions contemplated by the Agreement and Plan of Merger with, inter alia, Schering-Plough Corporation (the "Transactions") under which Schering-Plough Corporation (renamed as Merck & Co., Inc.) survives (the "Surviving Corporation") and becomes the sole shareholder of Merck & Co., Inc. (renamed Merck Sharp & Dohme Corp.) ("Old Merck"). Such shares of Old Merck common stock are being exchanged pursuant to the Transactions for an equivalent amount of whole and fractional shares of Surviving Corporation common stock. On the effective date of the Transactions, the closing price of Old Merck common stock was \$30.67 per share and the closing price of Schering-Plough Corporation common stock was \$28.15 per share.
- (2) Shares of Old Merck common stock acquired under the 401(k) plan will be exchanged for an equivalent number of shares of Surviving Corporation common stock as part of the Transactions.
- (3) Each restricted stock unit represents a contingent right to receive one share of Old Merck common stock and was (i) assumed by the Surviving Corporation in the Transactions and (ii) converted into a restricted stock unit representing a contingent right to receive one share of Surviving Corporation Common Stock on the same vesting schedule as applied prior to the Transactions.
- (4) This option to purchase shares of Old Merck common stock, which vesting in the three equal annual installments beginning one year from date of grant, was assumed by the Surviving Corporation in the Transactions and continued on the same terms and conditions as an option

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to purchase an equivalent number of shares of Surviving Corporation Common Stock at the same exercise price as applied prior to the Transactions.

- This option to purchase shares of Old Merck common stock, which vesting on the exercisable date, was assumed by the Surviving
- (5) Corporation in the Transactions and continued on the same terms and conditions as an option to purchase an equivalent number of shares of Surviving Corporation Common Stock at the same exercise price as applied prior to the Transactions.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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