

FRAZIER KENNETH C  
Form 4  
November 05, 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 & Co. Inc. [MRK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
ONE MERCK DRIVE

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

Exec. VP & President, GHH

(Street)

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

WHITEHOUSE  
STATION, NJ 08889-0100

(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  | (A) or (D) Price  |  |  |
| Common Stock                    | 11/03/2009                           |  | A                              | 100,786.3549  | A \$ 0 (1)  | 0  | D  |
| Common Stock-401(k) Plan        | 11/03/2009                           |  | J                              | 2,475.4088  | A \$ 0 (2)  | 0  | 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        | Amount  |
| Restricted Stock Unit                      | (3)  | 11/03/2009                           |  | A                              |   | 25,000   |     | 08/01/2010(3)   | 08/01/2010(3)   | Common Stock | 25,000  |
| RSU - Leader Shares                        | (3)  | 11/03/2009                           |  | A                              |   | 14,000   |     | 03/02/2010(3)   | 03/02/2010(3)   | Common Stock | 14,000  |
| Stock Option (right to buy)                | \$ 58.9105   | 11/03/2009                           |  | A                              |   | 94,949   |     | 03/01/2003(4)   | 02/29/2012      | Common Stock | 94,949  |
| Stock Option (right to buy)                | \$ 49.9626   | 11/03/2009                           |  | A                              |   | 105,499  |     | 02/28/2004(4)   | 02/27/2013      | Common Stock | 105,499 |
| Stock Option (right to buy)                | \$ 62.0859   | 11/03/2009                           |  | A                              |   | 89,674   |     | 02/22/2005(5)   | 02/21/2010      | Common Stock | 89,674  |
| Stock Option (right to buy)                | \$ 48.24   | 11/03/2009                           |  | A                              |   | 45,000   |     | 02/27/2005(4)   | 02/26/2014      | Common Stock | 45,000  |
| Stock Option (right to buy)                | \$ 31.84   | 11/03/2009                           |  | A                              |   | 42,500   |     | 02/25/2006(4)   | 02/24/2015      | Common Stock | 42,500  |
| Stock Option (right to buy)                | \$ 75.7638   | 11/03/2009                           |  | A                              |   | 89,674   |     | 03/02/2006(5)   | 03/01/2011      | Common Stock | 89,674  |
| Stock Option (right to buy)                | \$ 35.09   | 11/03/2009                           |  | A                              |   | 112,000  |     | 03/03/2007(4)   | 03/02/2016      | Common Stock | 112,000 |
|  | \$ 44.19   | 11/03/2009                           |  | A                              |   | 131,040  |     | 03/02/2008(4)   | 03/01/2017      | Common Stock | 131,040 |

| Option Type                 | Exercise Price | Grant Date | Exercise Type | Quantity | Expiration Date           | Termination Date | Common Stock |
|-----------------------------|----------------|------------|---------------|----------|---------------------------|------------------|--------------|
| Stock Option (right to buy) |                |            |               |          |                           |                  | Common Stock |
| Stock Option (right to buy) | \$ 51.02       | 11/03/2009 | A             | 60,000   | 08/01/2008 <sup>(4)</sup> | 07/31/2017       | Common Stock |
| Stock Option (right to buy) | \$ 44.3        | 11/03/2009 | A             | 252,000  | 02/28/2009 <sup>(4)</sup> | 02/28/2018       | Common Stock |
| Stock Option (right to buy) | \$ 23.45       | 11/03/2009 | A             | 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<br>ONE MERCK DRIVE<br>WHITEHOUSE STATION, NJ 08889-0100 |               |           | Exec. VP & President, GHH |       |

## Signatures

/s/ Debra A. Bollwage as Attorney-in-Fact for Kenneth C. Frazier  
 11/05/2009

\_\_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) Received in exchange for an equivalent number of shares of Merck Sharp & Dohme Corp. (formerly Merck & Co., Inc.) ("MSD") common stock in connection with the completion of transactions contemplated by the Agreement and Plan of Merger by and among, inter alia, MSD and Merck & Co., Inc. (formerly Schering-Plough Corporation) (the "Transactions").
  - (2) Received as part of the Transactions in exchange for an equivalent number of shares of MSD common stock held under the MSD 401(k) plan.
  - (3) Each restricted stock unit represents a contingent right to receive one share of Merck & Co., Inc. Common Stock which was assumed and converted from a restricted stock unit to receive an equivalent number of shares of MSD common stock prior to the Transactions. The restricted stock units described herein vest upon the same vesting schedule.
  - (4) This option vests in three equal annual installments beginning one year from date of grant, was assumed in the Transaction and continued on the same terms and conditions for an option to purchase an equivalent number of shares of MSD common stock at the same exercise price as applied prior to the merger.
  - (5) This option vests on the exercisable date, was assumed in the Transaction and continued on the same terms and conditions for an option to purchase an equivalent number of shares of MSD common stock at the same exercise price as applied prior to the merger.

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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