

MERCK & CO INC  
Form 4  
March 07, 2006

**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 \*  
MCGLYNN MARGARET G

(Last) (First) (Middle)

MERCK & CO., INC., ONE  
MERCK DRIVE

(Street)

WHITEHOUSE  
STATION, NJ 08889-0100

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MERCK & CO INC [(MRK)]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/03/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President, Merck Vaccines

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

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 7,000 <sup>(1)</sup>  | I  | By Spouse                         |
| Common Stock - 401(k) Plan      |                                      |  |                                |   | 6,073.2258 <sup>(2)</sup>   | 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) | Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option 2006/03/03 (right to buy) | \$ 35.09   | 03/03/2006                           |  | A                              | 50,000  | 03/03/2007 <sup>(3)</sup> 03/02/2016                     | Common Stock  | 50,000                     |
| Restricted Stock Units 2006/03/03               | (4)  | 03/03/2006                           |  | A                              | 9,375   | 03/03/2009 03/03/2009                                    | Common Stock  | 9,375                      |
| RSU - Leader Shares 2006/03/03                  | (4)  | 03/03/2006                           |  | A                              | 24,700  | 03/03/2009 03/03/2009                                    | Common Stock  | 24,700                     |

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| MCGLYNN MARGARET G<br>MERCK & CO., INC.<br>ONE MERCK DRIVE<br>WHITEHOUSE STATION, NJ 08889-0100 |               |           | President, Merck Vaccines |       |

**Signatures**

Debra A. Bollwage as Attorney-in-Fact for Margaret G. McGlynn  
03/07/2006

\_\_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) Beneficial ownership as to these shares is disclaimed.
- (2)

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Includes shares acquired and dividends earned through January 3, 2006 in the Merck & Co., Inc. Employee Savings and Security Plan, a 401(k) plan.

(3) The option vests in three equal annual installments beginning March 3, 2007.

(4) Each restricted stock unit represents a contingent right to receive one share of Merck & Co., Inc. common stock.

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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