Schechter Adam H Form 4 March 04, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

January 31, 2005

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OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Schechter Adam H

2. Issuer Name and Ticker or Trading Symbol

MERCK & CO INC [(MRK)]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(Middle)

3. Date of Earliest Transaction

Director 10% Owner

(Check all applicable)

ONE MERCK DRIVE, P.O. BOX

(Street)

(First)

100

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Month/Day/Year)

02/29/2008

below) below) President, Global Pharms

6. Individual or Joint/Group Filing(Check

Applicable Line)

X_ Officer (give title

X 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 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of 6. Securities Beneficially Owned **Following**

7. Nature of Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4)

Other (specify

(A)

Reported (I) Transaction(s) (Instr. 4)

I

(Instr. 3 and 4)

Code V Amount (D) Price

2,140.7023 (1)

By 401(k)

Stock - 401(k) Plan

Common

Common

Stock -Dividend Reinvestment

3,821.0192 D (2)

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

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displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number of or 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 Amour Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sl
Employee Stock Option 2008/02/29 (right to buy)	\$ 44.3	02/29/2008		A	50,000	02/28/2009(3)	02/28/2018	Common Stock	50,
Restricted Stock Units 2008/02/29	<u>(4)</u>	02/29/2008		A	9,375	02/28/2011	02/28/2011	Common Stock	9,3

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Schechter Adam H ONE MERCK DRIVE P.O. BOX 100

President, Global Pharms

WHITEHOUSE STATION, NJ 08889-0100

Signatures

Debra A. Bollwage as Attorney-in-Fact for Adam H. Schechter

03/04/2008

**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) Includes shares acquired and dividends earned through January 2, 2008 in the Merck & Co., Inc. Employee Savings and Security Plan, a 401(k) plan.
- (2) Holdings include shares acquired in dividend reinvestment transactions.
- (3) The option vests in three equal annual installments beginning February 28, 2009.

Reporting Owners 2

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

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