

Deese Willie A
Form 4
November 04, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Deese Willie A

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

(Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. V-P and Pres., MMD

WHITEHOUSE
STATION, 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/03/2009		D		41,760.5666	D	\$ 0 (1) 0
Common Stock - 401(k) Plan	11/03/2009		J		570.4009	D	\$ 0 (2) 0

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

SEC 1474
(9-02)

Edgar Filing: Deese Willie A - Form 4

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. 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	7,650	03/02/2010(3) 03/02/2010(3)	Common Stock
Restricted Stock Unit	(3)	11/03/2009		D	11,700	02/28/2011(3) 02/28/2011(3)	Common Stock
RSU - Leader Shares	(3)	11/03/2009		D	10,000	03/02/2010(3) 03/02/2010(3)	Common Stock
Stock Option (right to buy)	\$ 47.79	11/03/2009		D	30,000	02/02/2005(4) 02/01/2014	Common Stock
Stock Option (right to buy)	\$ 48.24	11/03/2009		D	20,000	02/27/2005(4) 02/26/2014	Common Stock
Stock Option (right to buy)	\$ 31.84	11/03/2009		D	13,334	02/25/2006(4) 02/24/2015	Common Stock
Stock Option (right to buy)	\$ 35.09	11/03/2009		D	40,800	03/03/2007(4) 03/02/2016	Common Stock
Stock Option (right to buy)	\$ 44.19	11/03/2009		D	40,800	03/02/2008(4) 03/01/2017	Common Stock
Stock Option (right to buy)	\$ 44.3	11/03/2009		D	62,400	02/28/2009(4) 02/28/2018	Common Stock
	\$ 23.45	11/03/2009		D	127,400	04/24/2010(4) 04/23/2019	

