

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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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)
Common Stock-401(k) Plan	11/03/2009		J		2,475.4088	A	\$ 0 (2)

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		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 ⁽⁴⁾	07/31/2017	Common Stock
Stock Option (right to buy)	\$ 44.3	11/03/2009	A	252,000	02/28/2009 ⁽⁴⁾	02/28/2018	Common Stock
Stock Option (right to buy)	\$ 23.45	11/03/2009	A	280,000	04/24/2010 ⁽⁴⁾	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
 11/05/2009
 ___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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