Kuhlik Bruce N
Form 4
November 05, 2009

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kuhlik Bruce N

(Last) (First) (Middle)

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)
11/03/2009

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)
Exec. V.P. and General Counsel

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/03/2009		A		17,660.0888	A	$ 0 (1)	0	D	

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

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SEC 1474 (9-02)

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 Amo Underlying Secur (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Restricted Stock Unit	[2]	11/03/2009		A		4,500		03/02/2010[2]	03/02/2010[2]	Common Stock	4.
Restricted Stock Unit	[2]	11/03/2009		A		15,000		08/01/2010[2]	08/01/2010[2]	Common Stock	15
Restricted Stock Unit	[2]	11/03/2009		A		11,700		02/28/2011[2]	02/28/2011[2]	Common Stock	11
Restricted Stock Unit	[2]	11/03/2009		A		13,650		04/24/2012[2]	04/24/2012[2]	Common Stock	13
RSU - Leader Shares	[2]	11/03/2009		A		3,700		02/01/2010[2]	02/01/2010[2]	Common Stock	3.
RSU - Leader Shares	[2]	11/03/2009		A		6,000		02/28/2011[2]	02/28/2011[2]	Common Stock	6.
Stock Option (right to buy)	$ 32.72	11/03/2009		A		10,000		05/23/2006[3]	05/22/2015	Common Stock	10
Stock Option (right to buy)	$ 34.47	11/03/2009		A		500		02/01/2007[3]	01/31/2016	Common Stock	5
Stock Option (right to buy)	$ 35.09	11/03/2009		A		20,880		03/03/2007[3]	03/02/2016	Common Stock	20
Stock Option (right to buy)	$ 44.19	11/03/2009		A		24,000		03/02/2008[3]	03/01/2017	Common Stock	24
Stock Option (right to buy)	$ 51.02	11/03/2009		A		50,000		08/01/2008[3]	07/31/2017	Common Stock	50

Stock Option (right to buy)	$ 44.3	11/03/2009		A	62,400	02/28/2009 (3)	02/28/2018	Common Stock	62
Stock Option (right to buy)	$ 23.45	11/03/2009		A	72,800	04/24/2010 (3)	04/23/2019	Common Stock	72

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kuhlik Bruce N ONE MERCK DRIVE WHITEHOUSE STATION, NJ 08889-0100			Exec. V.P. and General Counsel	

Signatures

Debra A. Bollwage as Attorney-in-Fact for Bruce N. Kuhlik	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) 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.

(3) 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.

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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