

KELLOGG PETER N
 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 *
KELLOGG PETER 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
 Officer (give title below) Other (specify below)
Exec. V.P. & C.F.O

6. Individual or Joint/Group Filing (Check Applicable Line)
 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 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 |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Am Underlying Sec |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--------------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--------------------------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | |
|-----------------------------|--|----------------------|-----------------|---|------------------|------------------|---------------------------|---------------------------|--------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stock Unit | <u>(1)</u> | 11/03/2009 | A | | 80,000 | | 11/13/2010 ⁽¹⁾ | 11/13/2013 ⁽¹⁾ | Common Stock |
| Restricted Stock Unit | <u>(2)</u> | 11/03/2009 | A | | 11,700 | | 02/28/2011 ⁽²⁾ | 02/28/2011 ⁽²⁾ | Common Stock |
| Restricted Stock Unit | <u>(2)</u> | 11/03/2009 | A | | 17,550 | | 04/24/2012 ⁽²⁾ | 04/24/2012 ⁽²⁾ | Common Stock |
| Stock Option (right to buy) | \$ 57.49 | 11/03/2009 | A | | 175,000 | | 11/13/2008 ⁽³⁾ | 11/12/2017 | Common Stock |
| Stock Option (right to buy) | \$ 44.3 | 11/03/2009 | A | | 62,400 | | 02/28/2009 ⁽⁴⁾ | 02/28/2018 | Common Stock |
| Stock Option (right to buy) | \$ 23.45 | 11/03/2009 | A | | 93,600 | | 04/24/2010 ⁽⁴⁾ | 04/23/2019 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KELLOGG PETER N ONE MERCK DRIVE WHITEHOUSE STATION, NJ 08889-0100 | | | Exec. V.P. & C.F.O | |

Signatures

/s/ Debra A. Bollwage as Attorney-in-Fact for Peter N. Kellogg
 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) 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. 40,000 restricted stock units will vest on November 13, 2010 and 40,000 restricted stock units will vest on November 13, 2013.

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- Each restricted stock unit represents a contingent right to receive one share of Merck & Co., Inc. Common Stock which was assumed and
- (2) 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.

- This option vests in five equal annual installments beginning November 13, 2008, was assumed in the Transaction and continued on the
- (3) 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.

- This option vests in three equal annual installments beginning one year from date of grant, was assumed in the Transaction and continued
- (4) 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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