

FRAZIER KENNETH C
Form 4
August 03, 2007

FORM 4

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

OMB APPROVAL

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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 *
FRAZIER KENNETH C

(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)
08/01/2007

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 & Pres., Global HH

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 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 - Dividend Reinvestment	04/20/2007		J	V 13,718.0591	D \$ 0 0 ⁽¹⁾	D	
Common Stock	04/20/2007		J	V 13,718.0591	A \$ 0 ⁽¹⁾	D	
Common Stock - 401(k) Plan					1,922.759 ⁽²⁾	I	By 401(k)

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

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(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 Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option 2007/08/01 (right to buy)	\$ 51.02	08/01/2007		A	60,000	08/01/2008 ⁽³⁾ 07/31/2017	Common Stock	60,
Restricted Stock Units 2007/08/01	⁽⁴⁾	08/01/2007		A	25,000	08/01/2010 08/01/2010	Common Stock	25,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRAZIER KENNETH C ONE MERCK DRIVE WHITEHOUSE STATION, NJ 08889-0100			Exec.V-P & Pres., Global HH	

Signatures

Kenneth C. Frazier 08/03/2007

**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) Holdings reflect the movement of shares from reporting person's dividend reinvestment account to a non-dividend reinvestment account.

(2)

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Includes shares acquired and dividends earned through July 2, 2007 in the Merck & Co., Inc. Employee Savings and Security Plan, a 401(k) plan.

(3) The option vests in three equal annual installments beginning August 1, 2008.

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

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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