KIM PETER S Form 4 March 05, 2009

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* KIM PETER S

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(Middle)

MERCK & CO INC [(MRK)]

(Check all applicable)

ONE MERCK DRIVE

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

Director \_X\_\_ Officer (give title

10% Owner \_ Other (specify

03/03/2009

below)

below)

Exec.VP & Pres., MRL

6. Individual or Joint/Group Filing(Check

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ 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-Der	ivative Secui	rities Acq	uired, Disposed of, o	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. Transactic Code (Instr. 8)		osed of (I	O) 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)
Common Stock - Dividend Reinvestment	03/03/2009		M	32,500	A \$0	96,438.9037	D	
Common Stock - Dividend Reinvestment	03/03/2009		F	14,582	D \$ 23.	81,856.9037 44 (1)	D	
Common Stock						426	D	

Common

Stock - 401(k)
Plan

921.5717 (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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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. 5. Number of TransactionDerivative		Expiration Date		e	7. Title and Am Underlying Sec (Instr. 3 and 4)	
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)			
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A or N
RSU - Leader Shares 2006/03/03	(3)	03/03/2009		M		32,500	03/03/2009	03/03/2009	Common Stock	3
Restricted Stock Units 2006/03/03	(3)	03/03/2009		M		18,000	03/03/2009	03/03/2009	Common Stock	1
Phantom Stock	<u>(4)</u>	03/03/2009		A	18,000		(5)	<u>(6)</u>	Common Stock	1

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KIM PETER S

ONE MERCK DRIVE Exec.VP & Pres., MRL

WHITEHOUSE STATION, NJ 08889-0100

**Signatures** 

Debra A. Bollwage as Attorney-in-Fact for Peter S. Kim 03/05/2009

\*\*Signature of Reporting Person Date

Reporting Owners 2

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## **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 include shares acquired in dividend reinvestment transactions.
- (2) Includes shares acquired and dividends earned through January 2, 2009 in the Merck & Co., Inc. Employee Savings and Security Plan, a 401(k) plan.
- (3) Each restricted stock unit represents a contingent right to receive one share of Merck & Co., Inc. common stock.
- (4) 1-for-1
- (5) The Merck Deferral Program includes the right of redesignation to other investment measures within the Program (not applicable to deferral of restricted stock units).
- Distributions of phantom stock are made in shares of Merck Common Stock, with cash payable for partial shares, in accordance with a distribution schedule elected by the reporting person. This distribution is subject to conditions and limitations of the Merck Deferral Program.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.