

Queisser Lori A.
Form 4
November 04, 2009

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 *
Queisser Lori A.

(Last) (First) (Middle)

SCHERING-PLOUGH CORPORATION, 2000 GALLOPING HILL ROAD

(Street)

KENILWORTH, NJ 07033

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Merck & Co. Inc. [SGP]

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)
Senior Vice President

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 Amount of Underlying Securities
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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	Amount or Number of Shares
Deferred Stock Unit Award	\$ 0 ⁽¹⁾	11/03/2009	D		10,000		⁽²⁾	⁽³⁾	Common Shares	10,000
Option (right to buy)	\$ 23.24	11/03/2009	D		120,000		⁽⁴⁾	02/28/2014	Common Shares	120,000
Option (right to buy)	\$ 31.57	11/03/2009	D		65,000		⁽⁴⁾	04/30/2014	Common Shares	65,000
Option (right to buy)	\$ 18.85	11/03/2009	D		40,000		⁽⁴⁾	04/30/2015	Common Shares	40,000
Option (right to buy)	\$ 22.91	11/03/2009	D		40,100		⁽⁴⁾	04/30/2016	Common Shares	40,100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Queisser Lori A. SCHERING-PLOUGH CORPORATION 2000 GALLOPING HILL ROAD KENILWORTH, NJ 07033			Senior Vice President	

Signatures

/s/ Michael Pressman attorney-in-fact for Lori A. Queisser
 11/04/2009

**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 deferred stock unit ("DSU") is the economic equivalent of one share of common stock.
- (2) The DSU's became vested upon the closing of the merger between the Issuer and Merck & Co., Inc. ("Merger").
- (3) In connection with the Merger, the cash value of the DSU's will be paid to the reporting person in accordance with the terms of the Issuer's 2006 Stock Incentive Plan.

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The options vested and became exercisable on varying dates pursuant to the terms of the plans under which they were granted. Options
(4) that had not vested prior to the Merger, vested upon the closing of the Merger or the reporting person's termination of employment thereafter.

Pursuant to the Agreement and Plan of Merger between the Issuer and Merck & Co., Inc., ("Merger Agreement"), upon closing of the
(5) Merger, the option was converted into an option to purchase common shares of Merck & Co., Inc. in accordance with the exchange ratio set forth in the Merger Agreement.

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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