

CLARK RICHARD T  
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 \*  
CLARK RICHARD T

2. Issuer Name and Ticker or Trading Symbol  
MERCK SHARP & DOHME CORP.  
[MRK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
ONE MERCK DRIVE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/03/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, President and CEO

WHITEHOUSE  
STATION, NJ 08889-0100

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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		D		96,491.9495	D	\$ 0 (1) 0
Common Stock - 401(k) Plan	11/03/2009		J		3,101.6151	D	\$ 0 (2) 0

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

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(9-02)

number.

**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 Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Phantom Stock	(3)	11/03/2009		D		54,513.22		(3)	(3)	Common Stock
Restricted Stock Unit	(4)	11/03/2009		D		60,000		03/02/2010 <sup>(4)</sup>	03/02/2010 <sup>(4)</sup>	Common Stock
Restricted Stock Unit	(4)	11/03/2009		D		61,500		02/28/2011 <sup>(4)</sup>	02/28/2011 <sup>(4)</sup>	Common Stock
Restricted Stock Unit	(4)	11/03/2009		D		73,250		04/24/2012 <sup>(4)</sup>	04/24/2012 <sup>(4)</sup>	Common Stock
Stock Option (right to buy)	\$ 58.9105	11/03/2009		D		105,499		03/01/2003 <sup>(5)</sup>	02/29/2012	Common Stock
Stock Option (right to buy)	\$ 49.9626	11/03/2009		D		105,499		02/28/2004 <sup>(5)</sup>	02/27/2013	Common Stock
Stock Option (right to buy)	\$ 62.0859	11/03/2009		D		89,674		02/22/2005 <sup>(6)</sup>	02/21/2010	Common Stock
Stock Option (right to buy)	\$ 48.24	11/03/2009		D		51,250		02/27/2005 <sup>(5)</sup>	02/26/2014	Common Stock
Stock Option (right to buy)	\$ 31.84	11/03/2009		D		42,500		02/25/2006 <sup>(5)</sup>	02/24/2015	Common Stock
Stock Option (right to buy)	\$ 75.7638	11/03/2009		D		89,674		03/02/2006 <sup>(6)</sup>	03/01/2011	Common Stock
	\$ 34.7	11/03/2009		D		125,000		05/05/2006 <sup>(5)</sup>	05/04/2015	



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economic equivalent of one share of Surviving Corporation Common Stock.

- Each restricted stock unit represents a contingent right to receive one share of Old Merck common stock and was (i) assumed by the
- (4) Surviving Corporation in the Transactions and (ii) converted into a restricted stock unit representing a contingent right to receive one share of Surviving Corporation Common Stock on the same vesting schedule as applied prior to the Transactions.

- This option to purchase shares of Old Merck common stock, which vesting in three equal annual installments beginning one year from date of grant, was assumed by the Surviving Corporation in the Transactions and continued on the same terms and conditions as an option
- (5) to purchase an equivalent number of shares of Surviving Corporation Common Stock at the same exercise price as applied prior to the Transactions.

- This option to purchase shares of Old Merck common stock, which vesting on the exercisable date, was assumed by the Surviving
- (6) Corporation in the Transactions and continued on the same terms and conditions as an option to purchase an equivalent number of shares of Surviving Corporation Common Stock at the same exercise price as applied prior to the Transactions.

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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