

Deese Willie A
 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 *
 Deese Willie A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Exec. V-P and Pres., MMD

(Street)

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

WHITEHOUSE
 STATION, NJ 08889-0100

(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		A		41,760.5666	A	\$ 0 (1)
Common Stock - 401(k) Plan	11/03/2009		J		570.4009	A	\$ 0 (2)

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

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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 Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Unit	(3)	11/03/2009		A	7,650	03/02/2010(3) 03/02/2010(3)	Common Stock
Restricted Stock Unit	(3)	11/03/2009		A	11,700	02/28/2011(3) 02/28/2011(3)	Common Stock
RSU - Leader Shares	(3)	11/03/2009		A	10,000	03/02/2010(3) 03/02/2010(3)	Common Stock
Stock Option (right to buy)	\$ 47.79	11/03/2009		A	30,000	02/02/2005(4) 02/01/2014	Common Stock
Stock Option (right to buy)	\$ 48.24	11/03/2009		A	20,000	02/27/2005(4) 02/26/2014	Common Stock
Stock Option (right to buy)	\$ 31.84	11/03/2009		A	13,334	02/25/2006(4) 02/24/2015	Common Stock
Stock Option (right to buy)	\$ 35.09	11/03/2009		A	40,800	03/03/2007(4) 03/02/2016	Common Stock
Stock Option (right to buy)	\$ 44.19	11/03/2009		A	40,800	03/02/2008(4) 03/01/2017	Common Stock
Stock Option (right to buy)	\$ 44.3	11/03/2009		A	62,400	02/28/2009(4) 02/28/2018	Common Stock
	\$ 23.45	11/03/2009		A	127,400	04/24/2010(4) 04/23/2019	

Stock
Option
(right to
buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Deese Willie A ONE MERCK DRIVE WHITEHOUSE STATION, NJ 08889-0100			Exec. V-P and Pres., MMD	

Signatures

/s/ Debra A. Bollwage as Attorney-in-Fact for Willie A. Deese	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) Received in exchange for an equivalent number of shares of Merck Sharp & Dohme Corp. (formerly Merck & Co., Inc.) ("MSD") common stock in connection with the completion of transactions contemplated by the Agreement and Plan of Merger by and among, inter alia, MSD and Merck & Co., Inc. (formerly Schering-Plough Corporation) (the "Transactions").
 - (2) Received as part of the Transactions in exchange for an equivalent number of shares of MSD common stock held under the MSD 401(k) plan.
 - (3) 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.
 - (4) This option vests in three equal annual installments beginning one year from date of grant, was assumed in the Transaction and continued 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. 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.