

MERCK & CO INC  
Form 11-K  
June 22, 2006

**Table of Contents**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 11-K  
ANNUAL REPORT  
Pursuant to Section 15(d) of the  
Securities Exchange Act of 1934**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

**For the fiscal year ended December 31, 2005**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number: 1-3305**

**Employer Identification Number: 22-1109110**

**Plan Number: 001**

**MERCK & CO., INC. EMPLOYEE SAVINGS AND SECURITY PLAN**

**(Full title of the plan)**

**MERCK & CO., INC.**

**(Name of issuer of the securities held pursuant to the plan)**

**One Merck Drive**

**P.O. Box 100**

**Whitehouse Station, New Jersey 08889-0100**

**(Address of principal executive office)**

**Merck & Co., Inc.**  
**Employee Savings and Security Plan**  
**Employer Identification Number: 22-1109110**  
**Plan Number: 001**  
**Index**

	<b>Page</b>
<u>Report of Independent Registered Public Accounting Firm</u>	1
Financial Statements:	
<u>Statements of Net Assets Available for Benefits as of December 31, 2005 and 2004</u>	2
<u>Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2005</u>	3
<u>Notes to Financial Statements</u>	4 - 8
Supplemental Schedule*:	
<u>H Line 4i Schedule of Assets (Held at End of Year)</u>	9
<u>Signature</u>	10
<u>Exhibit Index</u>	11
Exhibit 23 - Consent of Independent Registered Public Accounting Firm <u>EX-23: CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	12

\* Other schedules required by Section 2520.103-10 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 are omitted because they are not applicable.

---

**Table of Contents**

**Report of Independent Registered Public Accounting Firm**

To the Participants and Administrator of  
Merck & Co., Inc. Employee Savings and Security Plan

In our opinion, the accompanying statements of net assets available for benefits and the related statement of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of Merck & Co., Inc. Employee Savings and Security Plan (the Plan ) at December 31, 2005 and 2004, and the changes in net assets available for benefits for the year ended December 31, 2005 in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedule of Assets (Held at Year End) as of December 31, 2005, is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ PricewaterhouseCoopers LLP

Florham Park, New Jersey  
June 9, 2006

**Table of Contents**

**Merck & Co., Inc.**  
**Employee Savings and Security Plan**  
**Statements of Net Assets Available for Benefits**

	<b>December 31,</b>	
	<b>2005</b>	<b>2004</b>
<b>Assets</b>		
Investment in the Master Trust	\$ 2,984,052,736	\$ 2,730,196,204
Participant loans at cost	37,519,077	37,107,596
Total investments	3,021,571,813	2,767,303,800
<b>Receivables</b>		
Employer contribution	6,704,706	6,376,403
Participant contributions	15,710,064	14,860,931
Accrued interest and dividends	7,018,941	7,804,715
Total receivables	29,433,711	29,042,049
Net assets available for benefits	\$ 3,051,005,524	\$ 2,796,345,849

The accompanying notes are an integral part of these financial statements.

-2-

---

**Table of Contents**

**Merck & Co., Inc.**  
**Employee Savings and Security Plan**  
**Statement of Changes in Net Assets Available for Benefits**

	<b>Year Ended December 31, 2005</b>
<b>Additions to net assets attributed to</b>	
Investment gain from the Master Trust	
Net appreciation in fair value of investments	\$ 97,772,445
Interest and dividends	93,877,378
Net investment gain	191,649,823
Contributions to the Plan	
By participants	214,634,569
By employer	86,131,406
Total contributions	300,765,975
Transfers in	2,261,719
Total additions	494,677,517
<b>Deductions from net assets attributed to</b>	
Benefits paid to participants	(239,713,318)
Transfers out	(304,524)
Total deductions	(240,017,842)
Net increase	254,659,675
<b>Net assets available for benefits</b>	
Beginning of year	2,796,345,849
End of year	\$ 3,051,005,524

The accompanying notes are an integral part of these financial statements.

**Table of Contents**

**Merck & Co., Inc.  
Employee Savings and Security Plan  
Notes to Financial Statements**

**1. Description of Plan**

The following description of the Merck & Co., Inc. Employee Savings and Security Plan (the Plan ) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan s provisions.

**General**

The Plan was designed to provide an easy, economical way for employees to become stockholders of Merck & Co., Inc. (the Company or Merck ) as well as a systematic means of saving and investing for the future. Regular full-time, part-time, and temporary employees of the Company and of certain wholly-owned subsidiaries as defined by the Plan document who are not covered by a collective bargaining agreement are eligible to enroll in the Plan on or after the first day of the month following their date of hire.

The Plan is administered by a management committee appointed by the Company s Chief Executive Officer or Compensation and Benefits Committee of its Board of Directors.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ( ERISA ).

**Master Trust**

The assets of the Plan are maintained, for investment purposes only, on a commingled basis with the assets of the Merck & Co., Inc. Employee Stock Purchase & Savings Plan in the Merck & Co., Inc. Employee Savings & Security Plan and the Merck & Co., Inc. Employee Stock Purchase & Savings Plan Trust (the Master Trust ). The plans do not own specific Master Trust assets but rather maintain individual beneficial interests in such assets. The portion of fund assets allocable to each plan is based upon the participants account balance within each plan. Investment income for each fund is allocated to each plan based on the relationship of each plan s beneficial interest in the fund to the total beneficial interest of all plans in the fund.

**Contributions**

Participants may contribute from 2% up to 25% of their base pay. Employees earning less than \$90,000 are allowed to contribute a maximum of 25% of base pay. Employees earning \$90,000 or more are limited to maximum contributions of 15% of base pay. However, pre-tax contributions shall not exceed the 2005 IRS limit of \$14,000. In addition, the Company matches 75% of employee contributions up to 6% of base pay per pay period. Company matching contributions are invested according to the following age parameters:

*Under age 50* During 2004, 50% of Company matching contributions were invested in the Merck Common Stock Fund (non-participant directed) and 50% were invested in the funds to which the participant is currently contributing (participant directed). Since January 2005, all participants have had the option to invest all Company matching contributions in any of the available fund options (participant directed), except the Medco Stock Fund. Effective September 1, 2005, the Medco Stock Fund was eliminated from the plan.

**Table of Contents**

**Merck & Co., Inc.**

**Employee Savings and Security Plan**

**Notes to Financial Statements**

*Age 50 and above* Participants have the option to invest all Company matching contributions in any of the available fund options (participant directed), except the Medco Stock Fund. Also, the Economic Growth and Tax Relief Reconciliation Act of 2001 permits catch-up contributions that are designed to provide individuals age 50 and above with an additional pre-tax retirement savings opportunity. As such, eligible participants in the Plan could contribute an additional \$4,000 for 2005.

Participants direct the investment of their contributions into any mutual fund investment option available under the Plan as well as Merck Common Stock (participant directed). During 2005, the Plan offered 18 mutual funds and the Merck Common Stock Fund.

**Participant Accounts**

Each participant's account is credited with the participant's contribution, the Company's matching contribution and allocation of Plan earnings. The allocation is based on participants' account balances, as defined in the Plan document.

**Vesting**

Participants are immediately vested in their contributions, all Company matching contributions, plus actual earnings thereon.

**Participant Loans**

Participants may borrow from their account balances with interest charged at the prime rate plus 1%. Loan terms range from one to five years for a short term loan or up to thirty years for the purchase of a primary residence. The minimum loan is \$500 and the maximum loan is the lesser of \$50,000 less the highest outstanding loan balance(s) during the one year period prior to the new loan application date, or 50% of the participant's account balance less any current outstanding loan balance and defaulted loan amounts.

**Payment of Benefits**

In-service (which include hardship withdrawals) and termination distributions are made throughout the year in accordance with applicable Plan provisions.

**2. Summary of Accounting Policies**

**Basis of Accounting**

The accompanying financial statements are prepared on the accrual basis of accounting.

**Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Management believes that these estimates are adequate. Actual results could differ from those estimates.





**Table of Contents****Merck & Co., Inc.****Employee Savings and Security Plan****Notes to Financial Statements****Investment Valuation and Income Recognition**

Valuation of investments of the Plan represents the Plan's allocable portion of the Master Trust. Quoted market prices are used to value investments. Participant loans are valued at their outstanding balances, which approximates fair value.

Purchases and sales of securities are recorded on a trade-date basis. Dividend income is recorded on the ex-dividend date.

**Contributions**

Employee and Company matching contributions are recorded in the period in which the Company makes the payroll deductions from the participants' earnings.

**Payment of Benefits**

Benefits are recorded when paid.

**Expenses**

The Plan's administrative expenses are paid by the Company.

**Risks and Uncertainties**

The Plan provides for various investment options in investment securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

**3. Investments**

The following presents investments that represent 5% or more of the Plan's net assets as of year-end.

	<b>2005</b>	<b>2004</b>
Merck Common Stock Fund	\$ 587,754,541	\$ 667,964,657*
T. Rowe Price Blue Chip Growth Fund	437,034,604	263,719,414
SSgA Flagship 500 Index Fund Series A	338,773,196	
Fidelity Retirement Money Market Fund	286,619,025	169,697,018
Columbia Acorn Fund, Class Z	255,919,958	152,323,408
Fidelity Low-Priced Stock Fund	206,222,277	185,914,821
American Funds EuroPacific Growth Fund, Class A	203,573,391	138,857,011
PIMCO Total Return Fund, Institutional Class	197,325,318	
AXA U.S. Small Capitalization Fund	171,820,495	
Janus Growth & Income Fund		172,574,080
Fidelity Dividend Growth Fund		169,022,897
Fidelity Mid-Cap Stock Fund		162,304,411

Spartan U.S. Equity Index Fund		169,158,448
	\$ 2,685,042,805	\$ 2,251,536,165

\* Includes  
non-participant  
directed portion

**Table of Contents****Merck & Co., Inc.****Employee Savings and Security Plan****Notes to Financial Statements****4. Non-Participant Directed Investments**

Beginning January 1, 2005 participants were no longer required to invest any portion of Company-matching contributions in the Merck Common Stock Fund. Additionally, any existing balances could be moved into any of the available fund options. As such, all investments in 2005 were participant directed. Information about the net assets for the Merck Common Stock Fund at December 31, 2004 is as follows:

	<b>December 31, 2004</b>
Net assets	
Investment in the Master Trust	\$ 674,419,713

**5. Related-Party Transactions**

Certain Plan investments are shares of mutual funds managed by Fidelity Management Trust Company ( Fidelity ). Fidelity is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. As of December 31, 2005, the total market value of investments in the mutual funds managed by Fidelity was \$668,837,111.

Merck & Co., Inc. also is a party-in-interest to the Plan under the definition provided in Section 3(14) of ERISA. Therefore, Merck Common Stock Fund transactions qualify as party-in-interest transactions. As of December 31, 2005, the market value of investments in the Merck Common Stock Fund was \$587,754,541.

**6. Plan Termination**

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

**7. Tax Status**

The Plan obtained a tax determination letter from the Internal Revenue Service dated August 20, 2003 indicating that it had been designed in accordance with applicable sections of the Internal Revenue Code ( IRC ). However, the Plan has been amended since the receipt of the determination letter. The Plan sponsor and legal counsel believe that the Plan is designed and currently operates in compliance with the IRC. Therefore, no provision for income taxes has been made.

**Table of Contents****Merck & Co., Inc.****Employee Savings and Security Plan****Notes to Financial Statements****8. Other Matters**

Transfers in during 2005 consist of transfers of \$2,249,889 between the Plan and the Merck & Co., Inc. Employee Stock Purchase and Savings Plan for employees who changed their status during the year and \$11,830 for employees who transferred in from the Merck Puerto Rico Employee Savings and Security Plan.

Transfers out consist of transfers of \$276,688 for employees who transferred out to the Merck & Co., Inc. Employee Stock Purchase and Savings Plan and \$27,836 for employees who transferred out to the Merck Puerto Rico Employee Savings and Security Plan.

As a result of the Medco Health Solutions spin-off in 2003, the Plan's participants who were invested in the Merck Common Stock Fund on the distribution date received a pro rata distribution of 0.1206 unit of the Medco Stock Fund for each unit of the Merck Common Stock Fund. The Medco Stock Fund expired during 2005. Participants had the option to transfer investments out of the Medco Stock Fund at any time prior to the expiration date. Any remaining balances in this Fund were transferred automatically to a money market fund.

**9. Master Trust**

The Plan had an approximate 91% interest in the Master Trust at both December 31, 2005 and December 31, 2004. The net assets of the Master Trust are as follows:

	<b>December 31,</b>	
	<b>2005</b>	<b>2004</b>
Mutual Funds	\$ 2,579,950,103	\$ 2,112,750,898
Merck Common Stock Fund	680,857,190	779,135,638
Medco Stock Fund		96,112,365
Accrued interest and dividends	8,144,971	9,793,187
	<b>\$ 3,268,952,264</b>	<b>\$ 2,997,792,088</b>

Total investment income of the Master Trust for the year ended December 31, 2005 is as follows:

Investment income, net	
Interest and dividends	\$ 103,707,049
Net appreciation in mutual funds	118,553,905
Net depreciation in Merck Common Stock	(14,915,642)
 Total investment income	 \$ 207,345,312

**Table of Contents**

**Merck & Co., Inc.  
Employee Savings and Security Plan**

**Line 4i Schedule of Assets (Held at End of Year)  
December 31, 2005**

**Schedule H  
EIN: 22-1109110  
Plan No.: 001**

(a) (b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
* Participant Loans	Interest rates ranging from 5% to 12.5% and with maturities through 2035		\$ 37,519,077
	Total		\$ 37,519,077

\* Denotes a party-in-interest to the Plan.

**Table of Contents**

**SIGNATURE**

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the undersigned plan administrator has duly caused this annual report to be signed on behalf of the Merck & Co., Inc. Employee Savings and Security Plan by the undersigned hereunto duly authorized.

Merck & Co., Inc. Employee Savings and  
Security Plan

By: /s/ Caroline Dorsa

Caroline Dorsa  
Vice President and Treasurer

June 22, 2006

-10-

---

**Table of Contents**

**EXHIBIT INDEX**

Exhibit Number	Document	Page
23	Consent of Independent Registered Public Accounting Firm	12