MERCK & CO INC Form 4

March 07, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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January 31, Expires: 2005

OMB APPROVAL

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Check this box

Form 5 obligations may continue. See Instruction

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 * SHEARES BRADLEY T

2. Issuer Name and Ticker or Trading Symbol

MERCK & CO INC [(MRK)]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last)

(First)

(Street)

(Middle)

3. Date of Earliest Transaction

Director 10% Owner

(Month/Day/Year) 03/03/2006

X_ Officer (give title Other (specify below)

MERCK & CO., INC., ONE MERCK DRIVE

4. If Amendment, Date Original

President, U.S. Human Health 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _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-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially (D) or Owned (Instr. 4) **Following** Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Common Stock

1,767 D

Common

Stock -401(k) Plan 1,191.2903 (1) I By 401(k)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

E S	Title of derivative ecurity (nstr. 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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securi
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sl
2	Employee tock Option 006/03/03 right to uy)	\$ 35.09	03/03/2006		A	56,000	03/03/2007(2)	03/02/2016	Common Stock	56,
S	Restricted tock Units 006/03/03	(3)	03/03/2006		A	10,500	03/03/2009	03/03/2009	Common Stock	10,

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

SHEARES BRADLEY T MERCK & CO., INC. ONE MERCK DRIVE

President, U.S. Human Health

WHITEHOUSE STATION, NJ 08889-0100

Signatures

Debra A. Bollwage as Attorney-in-Fact for Bradley T.
Sheares
03/07/2006

**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) Includes shares acquired and dividends earned through January 3, 2006 in the Merck & Co., Inc. Employee Savings and Security Plan, a 401(k) plan.
- (2) The option vests in three equal annual installments beginning March 3, 2007.
- (3) Each restricted stock unit represents a contingent right to receive one share of Merck & Co., Inc. common stock.

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.

Reporting Owners 2