KOEHLER STEVEN H

Form 4

November 04, 2009

Check this box

if no longer

subject to

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

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Section 16. Form 4 or Form 5 obligations

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

Shares

11/03/2009

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading KOEHLER STEVEN H Issuer Symbol Merck & Co. Inc. [SGP] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X_ Officer (give title **SCHERING-PLOUGH** 11/03/2009 below) CORPORATION, 2000 Vice President and Controller GALLOPING HILL ROAD (Street) 4. If Amendment, Date Original 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 KENILWORTH, NJ 07033 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 3. 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) Code (D) Beneficially (D) or Beneficial

(Instr. 8)

Code V

D

(Instr. 3, 4 and 5)

Amount

10,619

(A)

or

(D)

D

Price

<u>(1)</u>

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Owned

Following

Reported

0

Transaction(s)

(Instr. 3 and 4)

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

Ownership

(Instr. 4)

Indirect (I)

(Instr. 4)

D

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Unit Award	\$ 0 (2)	11/03/2009		D	20,000	(3)	<u>(4)</u>	Common Shares	20,000
Option (right to buy)	\$ 19.33	11/03/2009		D	75,000	(5)	03/19/2013	Common Shares	75,000
Option (right to buy)	\$ 19.23	11/03/2009		D	50,000	(5)	05/18/2013	Common Shares	50,000
Option (right to buy)	\$ 31.57	11/03/2009		D	80,000	(5)	04/30/2014	Common Shares	80,000
Option (right to buy)	\$ 18.85	11/03/2009		D	58,000	(5)	04/30/2015	Common Shares	58,000
Option (right to buy)	\$ 22.91	11/03/2009		D	57,300	<u>(5)</u>	04/30/2016	Common Shares	57,300

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
KOEHLER STEVEN H SCHERING-PLOUGH CORPORATION 2000 GALLOPING HILL ROAD KENILWORTH, NJ 07033			Vice President and Controller			
Signatures						
/s/ Michael Pressman attorney-in-fact for S Koehler	Steven H.		11/04/2009			

Reporting Owners 2

Date

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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).
- Pursuant to the agreement and plan of merger ("Merger Agreement") between the Issuer and Merck & Co., Inc. ("Merger"), upon closing of the Merger, each common share of the Issuer was converted into 0.5767 shares of Merck & Co., Inc. common stock and \$10.50 in cash
- (2) Each deferred stock unit ("DSU") is the economic equivalent of one share of common stock.
- (3) Pursuant to the Merger Agreement, upon closing of the Merger, the DSU's were converted into DSU's over common shares of Merck & Co., Inc. in accordance with the exchange ratio set forth in the Merger Agreement.
- (4) In connection with the Merger, the DSU's will be paid to the reporting person in accordance with the terms of the Issuer's 2006 Stock Incentive Plan.
- The options vested and became exercisable (or will vest and become exercisable) on varying dates pursuant to the terms of the plans (5) under which they were granted. Options that had not vested prior to the Merger, vested upon the closing of the Merger or will vest upon the reporting person's termination of employment thereafter.
- (6) Pursuant to the Merger Agreement, upon closing of the 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. 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.