MERCK & CO INC Form 4/A April 27, 2009

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005 Estimated average

burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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 \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading McDonough Mark E Issuer Symbol MERCK & CO INC [(MRK)] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title Other (specify ONE MERCK DRIVE, P.O. BOX 03/03/2009 below) 100 Vice President and Treasurer (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 03/05/2009 Form filed by More than One Reporting WHITEHOUSE Person

STATION, NJ 08889-0100

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security	2. Transaction Date	2A. Deemed	3.	4. Securities A	cquired	5. Amount of	6.	7. Nature of
(Instr. 3)	(Month/Day/Year)	Execution Date, if	Transactio	or(A) or Dispose	d of (D)	Securities	Ownership	Indirect
		any	Code	(Instr. 3, 4 and	5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)			Owned	Direct (D)	Ownership
		•				Following	or Indirect	(Instr. 4)
						Reported	(I)	, , ,
				(A)		Transaction(s)	(Instr. 4)	
				or		(Instr. 3 and 4)	,	
			Code V	Amount (D)	Price	, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		
Common								
Stock -					\$	2,995.5217		
Dividend	03/03/2009		F	328 (1) D	\$ 23.44	(1)	D	
					23.44	(1)		
Dainyraatmant								

Reinvestment

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

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.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate Amo		t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative		<b>;</b>		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities		(Instr. 3	3 and 4)		Own	
	Security			Acquired						Follo	
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date	Title Number of			
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

### **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

McDonough Mark E ONE MERCK DRIVE P.O. BOX 100 WHITEHOUSE STATION, NJ 08889-0100

Vice President and Treasurer

**Signatures** 

Debra A. Bollwage as Attorney-in-Fact for Mark E. McDonough

04/27/2009

\*\*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).

This Amended Form 4 is being filed to correct the number of shares withheld for payment of withholding taxes on the 3/3/09 vesting of (1) restricted stock units and, as a result of that change, corrects the amount of securities beneficially owned. This Amended Form 4 was necessitated due to a Company administrative error in the original filing.

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.

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