

KELLOGG PETER N
Form 4
November 05, 2009

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KELLOGG PETER N

(Last) (First) (Middle)

ONE MERCK DRIVE

(Street)

WHITEHOUSE
STATION, NJ 08889-0100

(City) (State) (Zip)

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

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

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Exec. V.P. & C.F.O

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 (D) Price			

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

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SEC 1474
(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Am Underlying Sec
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N S
Restricted Stock Unit	<u>(1)</u>	11/03/2009	A		80,000		11/13/2010 <u>(1)</u>	11/13/2013 <u>(1)</u>	Common Stock	
Restricted Stock Unit	<u>(2)</u>	11/03/2009	A		11,700		02/28/2011 <u>(2)</u>	02/28/2011 <u>(2)</u>	Common Stock	
Restricted Stock Unit	<u>(2)</u>	11/03/2009	A		17,550		04/24/2012 <u>(2)</u>	04/24/2012 <u>(2)</u>	Common Stock	
Stock Option (right to buy)	\$ 57.49	11/03/2009	A		175,000		11/13/2008 <u>(3)</u>	11/12/2017	Common Stock	1
Stock Option (right to buy)	\$ 44.3	11/03/2009	A		62,400		02/28/2009 <u>(4)</u>	02/28/2018	Common Stock	
Stock Option (right to buy)	\$ 23.45	11/03/2009	A		93,600		04/24/2010 <u>(4)</u>	04/23/2019	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KELLOGG PETER N ONE MERCK DRIVE WHITEHOUSE STATION, NJ 08889-0100	Exec. V.P. & C.F.O

Signatures

/s/ Debra A. Bollwage as Attorney-in-Fact for Peter N.
Kellogg

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) 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. 40,000 restricted stock units will vest on November 13, 2010 and 40,000 restricted stock units will vest on November 13, 2013.

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- Each restricted stock unit represents a contingent right to receive one share of Merck & Co., Inc. Common Stock which was assumed and
- (2) 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.

- This option vests in five equal annual installments beginning November 13, 2008, was assumed in the Transaction and continued on the
- (3) 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.

- This option vests in three equal annual installments beginning one year from date of grant, was assumed in the Transaction and continued
- (4) 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.

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