AMBROSE ADELE D

Form 4

November 04, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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OMB APPROVAL

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obligations

if no longer

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

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

AMBROSE ADELE D

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

V-P & Chief Com. Officer

Issuer

MERCK SHARP & DOHME CORP.

[MRK]

11/03/2009

(Middle)

3. Date of Earliest Transaction Director 10% Owner

X_ Officer (give title Other (specify (Month/Day/Year) below)

MERCK & CO., INC., ONE **MERCK DRIVE**

> (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

WHITEHOUSE **STATION, NJ 08889**

> (City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Execution Date, if (Month/Day/Year) TransactionAcquired (A) or Securities Form: Direct Indirect Security (Instr. 3) Code Beneficially (D) or Indirect Beneficial Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Ownership (I) Following (Instr. 4) (Instr. 4)

> Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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.

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

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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 Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of S
Restricted Stock Unit	(1)	11/03/2009		D	3,000	02/01/2011(1)	02/01/2011(1)	Common Stock	3,
RSU - Leader Shares	<u>(1)</u>	11/03/2009		D	1,000	05/01/2011(1)	05/01/2011(1)	Common Stock	1,
RSU - Leader Shares	(1)	11/03/2009		D	9,000	04/24/2012(1)	04/24/2012(1)	Common Stock	9,
Stock Option (right to buy)	\$ 45.98	11/03/2009		D	15,000	02/01/2009(2)	01/31/2018	Common Stock	15
Stock Option (right to buy)	\$ 44.3	11/03/2009		D	8,400	02/28/2009(2)	02/28/2018	Common Stock	8,
Stock Option (right to buy)	\$ 23.45	11/03/2009		D	14,000	04/24/2010(2)	04/23/2019	Common Stock	14

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
AMBROSE ADELE D MERCK & CO., INC., ONE MERCK DRIVE WHITEHOUSE STATION, NJ 08889			V-P & Chief Com. Officer		
Signatures					

Signatures

Debra A. Bollwage as Attorney-in-Fact for Adele D.

Ambrose 11/04/2009

**Signature of Reporting Person Date

Reporting Owners 2

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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).
- Each restricted stock unit represents a contingent right to receive one share of Old Merck common stock and was (i) assumed by the Surviving Corporation in the Transactions and (ii) converted into a restricted stock unit representing a contingent right to receive one share of Surviving Corporation Common Stock on the same vesting schedule as applied prior to the Transactions.
- This option to purchase shares of Old Merck common stock, which vesting in three equal annual installments beginning one year from date of grant, was assumed by the Surviving Corporation in the Transactions and continued on the same terms and conditions as an option to purchase an equivalent number of shares of Surviving Corporation Common Stock at the same exercise price as applied prior to the Transactions.

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.