

Canan John  
 Form 4  
 November 05, 2009

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Canan John

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 ONE MERCK DRIVE

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

Senior V-P, Controller

(Street)  
 WHITEHOUSE STATION, NJ 08889-0100

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

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

(City) (State) (Zip)

**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)
Common Stock	11/03/2009		A	V	Amount: 7,477.5705 Price: \$ 0 (1)	D	
Common Stock - 401(k) Plan	11/03/2009		J		Amount: 2,400.7973 Price: \$ 0 (2)	I	By 401(k)

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

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number.

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

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. Transaction Code (Instr. 8)	5. Number of Derivative 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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Unit	(3)	11/03/2009		A	3,750	03/02/2010(3) 03/02/2010(3)	Common Stock	3
Restricted Stock Unit	(3)	11/03/2009		A	4,950	02/28/2011(3) 02/28/2011(3)	Common Stock	4
Restricted Stock Unit	(3)	11/03/2009		A	5,775	04/24/2012(3) 04/24/2012(3)	Common Stock	5
Restricted Stock Unit	(3)	11/03/2009		A	9,681	07/24/2012(3) 07/24/2012(3)	Common Stock	9
Stock Option (right to buy)	\$ 58.9105	11/03/2009		A	15,825	03/01/2003(4) 02/29/2012	Common Stock	15
Stock Option (right to buy)	\$ 49.9626	11/03/2009		A	18,990	02/28/2004(4) 02/27/2013	Common Stock	18
Stock Option (right to buy)	\$ 51.4697	11/03/2009		A	3,165	08/01/2004(4) 07/31/2013	Common Stock	3
Stock Option (right to buy)	\$ 62.0859	11/03/2009		A	12,660	02/22/2005(5) 02/21/2010	Common Stock	12
Stock Option (right to buy)	\$ 48.24	11/03/2009		A	10,000	02/27/2005(4) 02/26/2014	Common Stock	10
Stock Option (right to buy)	\$ 28.9	11/03/2009		A	10,000	11/01/2005(4) 10/31/2014	Common Stock	10

buy) Stock Option (right to buy)	\$ 31.84	11/03/2009	A	10,000	02/25/2006 <sup>(4)</sup>	02/24/2015	Common Stock	10
Stock Option (right to buy)	\$ 75.7638	11/03/2009	A	15,825	03/02/2006 <sup>(5)</sup>	03/01/2011	Common Stock	15
Stock Option (right to buy)	\$ 34.47	11/03/2009	A	5,000	02/01/2007 <sup>(4)</sup>	01/31/2016	Common Stock	5
Stock Option (right to buy)	\$ 35.09	11/03/2009	A	21,000	03/03/2007 <sup>(4)</sup>	03/02/2016	Common Stock	21
Stock Option (right to buy)	\$ 44.19	11/03/2009	A	20,000	03/02/2008 <sup>(4)</sup>	03/01/2017	Common Stock	20
Stock Option (right to buy)	\$ 44.3	11/03/2009	A	26,400	02/28/2009 <sup>(4)</sup>	02/28/2018	Common Stock	26
Stock Option (right to buy)	\$ 23.45	11/03/2009	A	30,800	04/24/2010 <sup>(4)</sup>	04/23/2019	Common Stock	30

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Canan John ONE MERCK DRIVE WHITEHOUSE STATION, NJ 08889-0100			Senior V-P, Controller	

## Signatures

Debra A. Bollwage as Attorney-in-Fact for John  
Canan

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).

Received in exchange for an equivalent number of shares of Merck Sharp & Dohme Corp. (formerly Merck & Co., Inc.) ("MSD") common stock in connection with the completion of transactions contemplated by the Agreement and Plan of Merger by and among, inter alia, MSD and Merck & Co., Inc. (formerly Schering-Plough Corporation) (the "Transactions").

(2) Received as part of the Transactions in exchange for an equivalent number of shares of MSD common stock held under the MSD 401(k) plan.

(3) 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.

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

(5) This option vests on the exercisable date, was assumed in the Transaction and continued 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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