

MERCK & CO INC
Form 4
February 27, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CLARK RICHARD T

(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)
02/25/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

COB, President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

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 | (A) or (D) | Price |
| Common Stock - Dividend Reinvestment | 02/25/2008 | | M | | 29,000 | A | \$ 0 |
| | | | | | 35,194.2814 | D | |
| Common Stock - Dividend Reinvestment | 02/25/2008 | | F | | 9,426 | D | \$ 46.07 |
| | | | | | 25,768.2814 | D | (1) |
| Common Stock | | | | | 8,150 | D | |

Common Stock - 401(k) 2,841.7962
(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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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--------|-----|--|-----------------|---|----------------------------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | | |
| Phantom Stock | (3) | 02/25/2008 | | A | | 7,083 | | (4) | (5) | Common Stock | 7,083 |
| Restricted Stock Units 2005/02/25 | (6) | 02/25/2008 | | M | | 7,083 | | 02/25/2008 | 02/25/2008 | Common Stock | 7,083 |
| RSU - Leader Shares 2005/02/25 | (6) | 02/25/2008 | | M | | 29,000 | | 02/25/2008 | 02/25/2008 | Common Stock | 29,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CLARK RICHARD T ONE MERCK DRIVE WHITEHOUSE STATION, NJ 08889-0100 | X | | COB, President & CEO | |

Signatures

Debra A. Bollwage as Attorney-in-Fact for Richart T. Clark

02/27/2008

**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) Holdings include shares acquired in dividend reinvestment transactions.
- (2) Includes shares acquired and dividends earned through January 2, 2008 in the Merck & Co., Inc. Employee Savings and Security Plan, a 401(k) plan.
- (3) 1-for-1
- (4) The Merck Deferral Program includes the right of redesignation to other investment measures within the Program (not applicable to deferral of restricted stock units).

Distributions of phantom stock are made in shares of Merck Common Stock, with cash payable for partial shares, in accordance with a
- (5) distribution schedule elected by the reporting person. This distribution is subject to conditions and limitations of the Merck Deferral Program.
- (6) Each restricted stock unit represents a contingent right to receive one share of Merck & Co., Inc. common stock.

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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