Bowles Richard S III Form 4/A January 29, 2010

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 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

1(b).

(Print or Type Responses)

(Last)

(City)

1. Name and Address of Reporting Person * Bowles Richard S III

> (First) (Middle)

> > (Zip)

ONE MERCK DRIVE, P.O. BOX

100

STATION, NJ 08889-0100

(Street)

WHITEHOUSE

(State)

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)

11/06/2009

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

Issuer (Check all applicable) Director 10% Owner X_ Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

below) below) Ex.VP&ChiefComp.Off. 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. Transactic Code (Instr. 8)	4. Securities Acquired tion(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	11/03/2009		A	10,614 (1)	A	\$0	60,469 (2)	D	
Common Stock	11/03/2009		A	9,100 (3)	A	\$0	69,569 (2)	D	

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	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	Transactio	onNumber	Expiration D	ate	Amoun	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	e		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 Nu	Number		
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Director 10% Owner Other

Bowles Richard S III ONE MERCK DRIVE P.O. BOX 100

Ex.VP&ChiefComp.Off.

WHITEHOUSE STATION, NJ 08889-0100

Signatures

Debra A. Bollwage as Attorney-in-Fact for Richard S. Bowles, III

01/29/2010

**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).
- Distribution of net after tax shares of common stock from performance-based share units granted on February 26, 2007. Pursuant to the terms of the Issuer's 2006 Stock Incentive Plan, the shares vested upon the completion of the transactions contemplated by the **(1)** Agreement and Plan of Merger by and among, inter alia, Merck Sharp & Dohme Corp. (formerly Merck & Co., Inc.) and Merck & Co., Inc. (formerly Schering-Plough Corporation)(the "Transaction").
- **(2)** Reflects beneficial ownership as of November 3, 2009.

Pursuant to the terms of the Issuer's 2006 Stock Incentive Plan, the shares will become payable on December 31, 2011 provided that the **(3)** reporting person remains continuously employed by the Issuer through that date, or, if sooner, upon the reporting person's involuntary termination of employment other than for cause.

Remarks:

This Amended Form 4 is being filed to include (1) the settlement in common stock of the Issuer of performance share units that

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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