

MCGLYNN MARGARET G
Form 4
April 27, 2009

FORM 4

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

OMB APPROVAL

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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 *
MCGLYNN MARGARET G

(Last) (First) (Middle)

MERCK & CO., INC., 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)
04/24/2009

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)
President, MV & ID

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 Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					50,471.7001 (1)	D	
Common Stock					7,000 (2)	I	By Spouse
Common Stock - 401(k) Plan					7,201.5367 (3)	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)
Employee Stock Option 2009/04/24 (right to buy)	\$ 23.45	04/24/2009		A	40,800	04/24/2010 ⁽⁴⁾ 04/23/2019	Common Stock 40,
Restricted Stock Units 2009/04/24	<u>(5)</u>	04/24/2009		A	7,650	04/24/2012 04/24/2012	Common Stock 7,6

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MCGLYNN MARGARET G
MERCK & CO., INC.
ONE MERCK DRIVE
WHITEHOUSE STATION, NJ 08889-0100

President, MV & ID

Signatures

Debra A. Bollwage as Attorney-in-Fact for Margaret G. McGlynn

04/27/2009

 **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) Holdings include shares acquired in dividend reinvestment transactions.

(2) Beneficial ownership as to these shares is disclaimed.

(3)

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Includes shares acquired and dividends earned through January 2, 2009 in the Merck & Co., Inc. Employee Savings and Security Plan, a 401(k) plan.

(4) The option vests in three equal annual installments beginning April 24, 2010.

(5) 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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