GRADDICK WEIR MIRIAN M

Form 4 April 27, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * GRADDICK WEIR MIRIAN M

2. Issuer Name and Ticker or Trading Symbol

MERCK & CO INC [(MRK)]

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

04/24/2009

Director 10% Owner X_ Officer (give title Other (specify

(Check all applicable)

ONE MERCK DRIVE, P.O. BOX

(First)

(Street)

100

Security

(Instr. 3)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Code

(Instr. 8)

Exec.V-P, Human Resources 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

Reported

Transaction(s)

below)

WHITEHOUSE STATION, NJ 08889-0100

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities 5. Amount of (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

Disposed of (D)

(Instr. 3, 4 and 5)

Securities Beneficially Owned (I) Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(A) or

(Instr. 3 and 4) Code V Amount (D) Price

(Instr. 4) (Instr. 4)

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

(Month/Day/Year)

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)

1. Title of Derivative Conversion

3. Transaction Date 3A. Deemed

5. Number of (Month/Day/Year) Execution Date, if TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amou Underlying Securi

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	or Dispose (D)		Acquired (A or Disposed (D) (Instr. 3, 4,				(Instr. 3 and 4)	
				Code V	I	(A) ((D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sl
Employee Stock Option 2009/04/24 (right to buy)	\$ 23.45	04/24/2009		A		62,400		04/24/2010(1)	04/23/2019	Common Stock	62,
Restricted Stock Units 2009/04/24	(2)	04/24/2009		A		11,700		04/24/2012	04/24/2012	Common Stock	11,

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Date

GRADDICK WEIR MIRIAN M ONE MERCK DRIVE P.O. BOX 100 WHITEHOUSE STATION, NJ 08889-0100

Exec.V-P, Human Resources

Signatures

Debra A. Bollwage as Attorney-in-Fact for Mirian Graddick-Weir

04/27/2009

**Signature of Reporting Person

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) The option vests in three equal annual installments beginning April 24, 2010.
- (2) 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. 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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