

MERCK & CO INC  
Form 4  
December 02, 2008

# 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 \*  
COLBERT CELIA A

(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)  
11/28/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Sr.V-P,Sec. & Asst.Gen.Counsel

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 Ownership (Instr. 4) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                      |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock - Dividend Reinvestment | 11/28/2008                           |  | M                              | 7,900 A   | \$ 0  | 11,576.0226  | D                                 |
| Common Stock - Dividend Reinvestment | 11/28/2008                           |  | F                              | 2,872 D   | \$ 26.31  | 8,704.0226<br>(1)  | D                                 |
| Common Stock                         |                                      |  |                                |   |   | 1,915  | D                                 |

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|                            |                           |   |           |
|----------------------------|---------------------------|---|-----------|
| Common Stock               | 180 <sup>(2)</sup>        | I | By Spouse |
| Common Stock - 401(k) Plan | 4,571.1287 <sup>(3)</sup> | 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 (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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| RSU - Leader Shares 2005/11/28             | <sup>(4)</sup>   | 11/28/2008                           |  | M                              | 7,900  | 11/28/2008 11/28/2008                                    | Common Stock  | 7,900                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| COLBERT CELIA A<br>ONE MERCK DRIVE<br>WHITEHOUSE STATION, NJ 08889-0100 |               |           | Sr.V-P,Sec. & Asst.Gen.Counsel |       |

## Signatures

Debra A. Bollwage as Attorney-in-Fact for Celia A. Colbert 12/02/2008

\*\*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) Beneficial ownership as to these shares is disclaimed.
- (3) Includes shares acquired and dividends earned through October 1, 2008 in the Merck & Co., Inc. Employee Savings and Security Plan, a 401(k) plan.
- (4) 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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