

Scalet J Chris
 Form 4
 November 04, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Scalet J Chris

2. Issuer Name and Ticker or Trading Symbol
 MERCK SHARP & DOHME CORP.
 [MRK]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 ONE MERCK DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/03/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Exe. VP, Global Services & CIO

WHITEHOUSE
 STATION, NJ 08889-0100

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	11/03/2009		D		26,167.8585	D	\$ 0 (1) 0
Common Stock - 401(k) Plan	11/03/2009		J		2,608.7358	D	\$ 0 (2) 0

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

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SEC 1474 (9-02)

number.

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
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Unit	(3)	11/03/2009		D	7,650	03/02/2010(3) 03/02/2010(3)	Common Stock	7,650
Restricted Stock Unit	(3)	11/03/2009		D	9,750	02/28/2011(3) 02/28/2011(3)	Common Stock	9,750
Restricted Stock Unit	(3)	11/03/2009		D	11,700	04/24/2012(3) 04/24/2012(3)	Common Stock	11,700
RSU - Leader Shares	(3)	11/03/2009		D	15,000	04/24/2012(3) 04/24/2012(3)	Common Stock	15,000
Stock Option (right to buy)	\$ 52.2849	11/03/2009		D	31,650	03/25/2004(4) 03/24/2013	Common Stock	31,650
Stock Option (right to buy)	\$ 54.9958	11/03/2009		D	42,200	05/01/2004(4) 04/30/2013	Common Stock	42,200
Stock Option (right to buy)	\$ 48.24	11/03/2009		D	21,750	02/27/2005(4) 02/26/2014	Common Stock	21,750
Stock Option (right to buy)	\$ 31.84	11/03/2009		D	25,000	02/25/2006(4) 02/24/2015	Common Stock	25,000
Stock Option (right to buy)	\$ 35.09	11/03/2009		D	36,000	03/03/2007(4) 03/02/2016	Common Stock	36,000
Stock Option	\$ 44.19	11/03/2009		D	40,800	03/02/2008(4) 03/01/2017	Common Stock	40,800

(right to buy)

Stock Option (right to buy)	\$ 44.3	11/03/2009	D	52,000	02/28/2009 ⁽⁴⁾	02/28/2018	Common Stock	52
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Stock Option (right to buy)	\$ 23.45	11/03/2009	D	62,400	04/24/2010 ⁽⁴⁾	04/23/2019	Common Stock	62
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Scalet J Chris ONE MERCK DRIVE WHITEHOUSE STATION, NJ 08889-0100			Exe. VP, Global Services & CIO	

Signatures

Debra A. Bollwage as Attorney-in-Fact for J. Chris Scalet	11/04/2009
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) Disposed of upon the completion of and pursuant to the transactions contemplated by the Agreement and Plan of Merger with, inter alia, Schering-Plough Corporation (the "Transactions") under which Schering-Plough Corporation (renamed as Merck & Co., Inc.) survives (the "Surviving Corporation") and becomes the sole shareholder of Merck & Co., Inc. (renamed Merck Sharp & Dohme Corp.) ("Old Merck"). Such shares of Old Merck common stock are being exchanged pursuant to the Transactions for an equivalent amount of whole and fractional shares of Surviving Corporation common stock. On the effective date of the Transactions, the closing price of Old Merck common stock was \$30.67 per share and the closing price of Schering-Plough Corporation common stock was \$28.15 per share.
 - (2) Shares of Old Merck common stock acquired under the 401(k) plan will be exchanged for an equivalent number of shares of Surviving Corporation common stock as part of the Transactions.
 - (3) Each restricted stock unit represents a contingent right to receive one share of Old Merck common stock and was (i) assumed by the Surviving Corporation in the Transactions and (ii) converted into a restricted stock unit representing a contingent right to receive one share of Surviving Corporation Common Stock on the same vesting schedule as applied prior to the Transaction.
 - (4) This option to purchase shares of Old Merck common stock, which vesting in three equal annual installments beginning one year from date of grant, was assumed by the Surviving Corporation in the Transactions and continued on the same terms and conditions as an option to purchase an equivalent number of shares of Surviving Corporation Common Stock at the same exercise price as applied prior to the Transactions.

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.