

FRAZIER KENNETH C
Form 4
November 04, 2009

FORM 4

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

OMB APPROVAL

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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 *
FRAZIER KENNETH C

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, WHITEHOUSE STATION

(Street)

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

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Exec. VP & President, GHH

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/03/2009 | | D | | 100,786.3549 | D | \$ 0 (1) |
| Common Stock-401(k) Plan | 11/03/2009 | | J | | 2,475.4088 | D | \$ 0 (2) |

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

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SEC 1474
(9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Restricted Stock Unit | (3) | 11/03/2009 | | D | 25,000 | 08/01/2010(3) 08/01/2010(3) | Common Stock |
| RSU - Leader Shares | (3) | 11/03/2009 | | D | 14,000 | 03/02/2010(3) 03/02/2010(3) | Common Stock |
| Stock Option (right to buy) | \$ 58.9105 | 11/03/2009 | | D | 94,949 | 03/01/2003(4) 02/29/2012 | Common Stock |
| Stock Option (right to buy) | \$ 49.9626 | 11/03/2009 | | D | 105,499 | 02/28/2004(4) 02/27/2013 | Common Stock |
| Stock Option (right to buy) | \$ 62.0859 | 11/03/2009 | | D | 89,674 | 02/22/2005(5) 02/21/2010 | Common Stock |
| Stock Option (right to buy) | \$ 48.24 | 11/03/2009 | | D | 45,000 | 02/27/2005(4) 02/26/2014 | Common Stock |
| Stock Option (right to buy) | \$ 31.84 | 11/03/2009 | | D | 42,500 | 02/25/2006(4) 02/24/2015 | Common Stock |
| Stock Option (right to buy) | \$ 75.7638 | 11/03/2009 | | D | 89,674 | 03/02/2006(5) 03/01/2011 | Common Stock |
| Stock Option (right to buy) | \$ 35.09 | 11/03/2009 | | D | 112,000 | 03/03/2007(4) 03/02/2016 | Common Stock |
| | \$ 44.19 | 11/03/2009 | | D | 131,040 | 03/02/2008(4) 03/01/2017 | |

| | | | | | | | | |
|-----------------------------|----------|------------|---|---------|---------------------------|------------|--|--------------|
| Stock Option (right to buy) | | | | | | | | Common Stock |
| Stock Option (right to buy) | \$ 51.02 | 11/03/2009 | D | 60,000 | 08/01/2008 ⁽⁴⁾ | 07/31/2017 | | Common Stock |
| Stock Option (right to buy) | \$ 44.3 | 11/03/2009 | D | 252,000 | 02/28/2009 ⁽⁴⁾ | 02/28/2018 | | Common Stock |
| Stock Option (right to buy) | \$ 23.45 | 11/03/2009 | D | 280,000 | 04/24/2010 ⁽⁴⁾ | 04/23/2019 | | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FRAZIER KENNETH C ONE MERCK DRIVE WHITEHOUSE STATION NJ 08889-0100 | | | Exec. VP & President, GHH | |

Signatures

/s/ Debra A. Bollwage as Attorney-in-Fact for Kenneth C. Frazier

11/04/2009

__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) 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 Transactions.
- (4) This option to purchase shares of Old Merck common stock, which vesting in the 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

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to purchase an equivalent number of shares of Surviving Corporation Common Stock at the same exercise price as applied prior to the Transactions.

- This option to purchase shares of Old Merck common stock, which vesting on the exercisable date, was assumed by the Surviving
- (5) 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.

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