

Bowles Richard S III
 Form 4/A
 January 29, 2010

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 *
 Bowles Richard S III

2. Issuer Name and Ticker or Trading Symbol
 Merck & Co. Inc. [(MRK)]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE MERCK DRIVE, P.O. BOX 100

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

11/03/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Ex.VP&ChiefComp.Off.

(Street)

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

11/06/2009

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person

____ Form filed by More than One Reporting Person

WHITEHOUSE STATION, NJ 08889-0100

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Common Stock	11/03/2009		A		10,614 ⁽¹⁾	A	\$ 0 60,469 ⁽²⁾ D
Common Stock	11/03/2009		A		9,100 ⁽³⁾	A	\$ 0 69,569 ⁽²⁾ D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: Bowles Richard S III - Form 4/A

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	---

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Bowles Richard S III
ONE MERCK DRIVE
P.O. BOX 100
WHITEHOUSE STATION, NJ 08889-0100

Ex.VP&ChiefComp.Off.

Signatures

Debra A. Bollwage as Attorney-in-Fact for Richard S. Bowles, III

01/29/2010

**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) Distribution of net after tax shares of common stock from performance-based share units granted on February 26, 2007. Pursuant to the terms of the Issuer's 2006 Stock Incentive Plan, the shares vested upon the completion of the transactions contemplated by the Agreement and Plan of Merger by and among, inter alia, Merck Sharp & Dohme Corp.(formerly Merck & Co., Inc.) and Merck & Co., Inc. (formerly Schering-Plough Corporation)(the "Transaction").
- (2) Reflects beneficial ownership as of November 3, 2009.
- (3) Pursuant to the terms of the Issuer's 2006 Stock Incentive Plan, the shares will become payable on December 31, 2011 provided that the reporting person remains continuously employed by the Issuer through that date, or, if sooner, upon the reporting person's involuntary termination of employment other than for cause.

Remarks:

This Amended Form 4 is being filed to include (1) the settlement in common stock of the Issuer of performance share units the

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.