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MERCK & CO INC
Form S-8 POS
August 22, 2003

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON AUGUST 22, 2003

REGISTRATION NO. 333-52264

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MERCK & CO., INC.
(Exact Name of Registrant as Specified in Its Charter)

NEW JERSEY
(State of Incorporation)

22-1109110
(I.R.S. Employer Identification
Number)

P.O. BOX 100
ONE MERCK DRIVE
WHITEHOUSE STATION, NEW JERSEY 08889-0100
(Address of Principal Executive Offices)

MEDCO HEALTH SOLUTIONS, INC.
2001 EMPLOYEE STOCK PURCHASE PLAN
(FORMERLY MERCK-MEDCO MANAGED CARE, L.L.C. 2001 EMPLOYEE STOCK PURCHASE PLAN)
(Full Title of the Plan)

CELIA A. COLBERT, ESQ.
VICE PRESIDENT, SECRETARY AND ASSISTANT GENERAL COUNSEL
MERCK & CO., INC.
P.O. BOX 100
ONE MERCK DRIVE
WHITEHOUSE STATION, NEW JERSEY 08889-0100
(908) 423-1000
(Name, Address and Telephone Number of Agent for Service)

RECENT EVENTS: DEREGISTRATION

This Post-Effective Amendment relates to 800,000 shares of common stock, par value \$0.01 per share, of Merck & Co., Inc. ("Merck") and an indeterminate amount of plan interests, registered by Merck pursuant to the Merck-Medco Managed Care, L.L.C. 2001 Employee Stock Purchase Plan (the "Plan") on a Registration Statement on Form S-8 (registration number 333-52264) (the "Registration Statement") filed with the Securities and Exchange Commission on December 20, 2000. The name of the Plan was changed to the Medco Health Solutions, Inc. 2001 Employee Stock Purchase Plan on May 15, 2003.

On June 27, 2003, the Plan was terminated, and, as a result of the termination of the Plan, all offerings of common stock pursuant to the Registration Statement have terminated. As of the date of termination of the Plan, 186,472.2132 shares of common stock and related plan interests remained

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unsold under the Plan. Merck is filing this Post-Effective Amendment to remove (and hereby does remove) from registration all of the common stock and plan interests registered on the Registration Statement that remain unsold.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Merck certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8, and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in Whitehouse Station, State of New Jersey, on the 22nd day of August, 2003.

MERCK & CO., INC.

By: *

Raymond V. Gilmartin
Chairman of the Board, President and
Chief Executive Officer

By: /s/ Celia A. Colbert

Celia A. Colbert
Vice President, Secretary and
Assistant General Counsel
(Attorney-in-Fact)

* Celia A. Colbert, pursuant to powers of attorney duly executed and included in the Registration Statement, by signing her name hereto, does hereby sign and execute this Post-Effective Amendment No. 1 to the Registration Statement on behalf of such person on the date stated.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| SIGNATURE ----- | TITLE ----- | DATE ----- |
|---|--|------------------------|
| <p style="text-align: center;">*</p> <p>-----</p> <p style="text-align: center;">Raymond V. Gilmartin</p> | <p>Chairman, President and Chief Executive Officer; Principal Executive Officer; Director</p> | <p>August 22, 2003</p> |
| <p style="text-align: center;">*</p> <p>-----</p> <p style="text-align: center;">Judy C. Lewent</p> | <p>Executive Vice President and Chief Financial Officer; President, Human Health Asia; Principal Financial Officer</p> | <p>August 22, 2003</p> |

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| | | |
|---|--|-----------------|
| * ----- Richard C. Henriques, Jr. | Vice President, Controller; Principal Accounting Officer | August 22, 2003 |
| * ----- Lawrence A. Bossidy | Director | August 22, 2003 |
| * ----- William G. Bowen | Director | August 22, 2003 |
| ----- Johnnetta B. Cole | Director | |
| ----- William M. Daley | Director | |
| * ----- William B. Harrison, Jr. | Director | August 22, 2003 |
| * ----- William N. Kelley | Director | August 22, 2003 |
| * ----- Heidi G. Miller | Director | August 22, 2003 |

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| SIGNATURE ----- | TITLE ----- | DATE ----- |
|-------------------------------|----------------|-----------------|
| ----- Thomas E. Shenk | Director | |
| * ----- Anne M. Tatlock | Director | August 22, 2003 |
| * ----- Samuel O. Thier | Director | August 22, 2003 |

* Celia A. Colbert, pursuant to powers of attorney duly executed and included in the Registration Statement, by signing her name hereto, does hereby sign and execute this Post-Effective Amendment No. 1 to the Registration Statement on behalf of such persons, all in the capacities and on the date

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stated, such persons including a majority of the directors of Merck.

By: /s/ Celia A. Colbert

Celia A. Colbert
Vice President, Secretary and
Assistant General Counsel
(Attorney-in-Fact)

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The Plan

Pursuant to the requirements of the Securities Act of 1933, the Plan has duly caused this Post-Effective Amendment No. 1 to be signed on the Plan's behalf by the undersigned, thereunto duly authorized, in Franklin Lakes, State of New Jersey, on the 21st day of August, 2003.

By: /s/ Karin Princivalle

Karin Princivalle
Senior Vice President, Human Resources
Medco Health Solutions, Inc.

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