

Koestler Thomas P  
 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 \*  
 Koestler Thomas P

(Last) (First) (Middle)

SCHERING-PLOUGH CORPORATION, 2000 GALLOPING HILL ROAD

(Street)

KENILWORTH, NJ 07033

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 Merck & Co. Inc. [SGP]

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Executive Vice President

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 Shares                   | 11/03/2009                           |  | D                              | 59,666 D  | 0   | D  |                                   |

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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) |               |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title         | Amount or Number of Shares |
| Deferred Stock Unit Award                  | \$ 0 <sup>(2)</sup>                                    | 11/03/2009                           |  | D                              |   | 75,000   | <sup>(3)</sup> <sup>(4)</sup>                                 | Common Shares | 75,000                     |
| Option (right to buy)                      | \$ 19.23   | 11/03/2009                           |  | D                              |   | 90,000   | <sup>(5)</sup> 05/18/2013                                     | Common Shares | 90,000                     |
| Option (right to buy)                      | \$ 16.12   | 11/03/2009                           |  | D                              |   | 150,000  | <sup>(5)</sup> 08/17/2013                                     | Common Shares | 150,000                    |
| Option (Right to Buy)                      | \$ 18.2  | 11/03/2009                           |  | D                              |   | 70,000   | <sup>(5)</sup> 02/22/2014                                     | Common Shares | 70,000                     |
| Option (right to buy)                      | \$ 31.57   | 11/03/2009                           |  | D                              |   | 240,000  | <sup>(5)</sup> 04/30/2014                                     | Common Shares | 240,000                    |
| Option (right to buy)                      | \$ 20.7  | 11/03/2009                           |  | D                              |   | 100,000  | <sup>(5)</sup> 04/24/2015                                     | Common Shares | 100,000                    |
| Option (right to buy)                      | \$ 18.85   | 11/03/2009                           |  | D                              |   | 220,000  | <sup>(5)</sup> 04/30/2015                                     | Common Shares | 220,000                    |
| Option (right to buy)                      | \$ 22.91   | 11/03/2009                           |  | D                              |   | 209,700  | <sup>(5)</sup> 04/30/2016                                     | Common Shares | 209,700                    |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| Koestler Thomas P<br>SCHERING-PLOUGH CORPORATION<br>2000 GALLOPING HILL ROAD<br>KENILWORTH, NJ 07033 |               |           | Executive Vice President |       |

## Signatures

/s/ Michael Pressman attorney-in-fact for Thomas P.  
Koestler

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).  
Pursuant to the agreement and plan of merger ("Merger Agreement") between the Issuer and Merck & Co., Inc. ("Merger"), upon closing
- (1) of the Merger, each common share of the Issuer was converted into 0.5767 shares of Merck & Co., Inc. common stock and \$10.50 in cash.
  - (2) Each deferred stock unit ("DSU") is the economic equivalent of one share of common stock.
  - (3) The DSU's became vested upon the closing of the Merger.
  - (4) In connection with the Merger, the cash value of the DSU's will be paid to the reporting person in accordance with the terms of the Issuer's 2006 Stock Incentive Plan.  
The options vested and became exercisable on varying dates pursuant to the terms of the plans under which they were granted. Options
  - (5) that had not vested prior to the Merger, vested upon the closing of the Merger or the reporting person's termination of employment thereafter.
  - (6) Pursuant to the Merger Agreement, upon closing of the Merger, the option was converted into an option to purchase common shares of Merck & Co., Inc. in accordance with the exchange ratio set forth in the Merger Agreement.

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.