Kuhlik Bruce N Form 4

# November 04, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

(First)

(Street)

Kuhlik Bruce N

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Exec. V.P. and General Counsel

Issuer

below)

MERCK SHARP & DOHME CORP.

[MRK]

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 11/03/2009

Director \_X\_\_ Officer (give title

10% Owner Other (specify

ONE MERCK DRIVE

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ 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

WHITEHOUSE STATION, NJ 08889-0100

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year) Execution Date, if (Month/Day/Year)

4. Securities Acquired (A) or 5. Amount of TransactiorDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Securities Beneficially Owned Following Reported Transaction(s)

6. Ownership Form: Direct (D) or Indirect (I)

(Instr. 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) or (D) Price

\$0

(1)

(Instr. 3 and 4)

Common Stock

(Instr. 3)

11/03/2009

Code V Amount D 17,660.0888

D

0 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)

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

## Edgar Filing: Kuhlik Bruce N - Form 4

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secur (Instr. 3 and 4)	
				Code V (A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of S
Restricted Stock Unit	(2)	11/03/2009		D	4,500	03/02/2010(2)	03/02/2010(2)	Common Stock	4,
Restricted Stock Unit	(2)	11/03/2009		D	15,000	08/01/2010(2)	08/01/2010(2)	Common Stock	15
Restricted Stock Unit	<u>(2)</u>	11/03/2009		D	11,700	02/28/2011(2)	02/28/2011(2)	Common Stock	11
Restricted Stock Unit	<u>(2)</u>	11/03/2009		D	13,650	04/24/2012(2)	04/24/2012(2)	Common Stock	13
RSU - Leader Shares	(2)	11/03/2009		D	3,700	02/01/2010(2)	02/01/2010(2)	Common Stock	3,
RSU - Leader Shares	<u>(2)</u>	11/03/2009		D	6,000	02/28/2011(2)	02/28/2011(2)	Common Stock	6,
Stock Option (right to buy)	\$ 32.72	11/03/2009		D	10,000	05/23/2006(3)	05/22/2015	Common Stock	10
Stock Option (right to buy)	\$ 34.47	11/03/2009		D	500	02/01/2007(3)	01/31/2016	Common Stock	4
Stock Option (right to buy)	\$ 35.09	11/03/2009		D	20,880	03/03/2007(3)	03/02/2016	Common Stock	20
Stock Option (right to buy)	\$ 44.19	11/03/2009		D	24,000	03/02/2008(3)	03/01/2017	Common Stock	24
Stock Option (right to buy)	\$ 51.02	11/03/2009		D	50,000	08/01/2008(3)	07/31/2017	Common Stock	50

#### Edgar Filing: Kuhlik Bruce N - Form 4

Stock Option (right to buy)	\$ 44.3	11/03/2009	D	62,400	02/28/2009(3)	02/28/2018	Common Stock	62
Stock Option (right to buy)	\$ 23.45	11/03/2009	D	72,800	04/24/2010(3)	04/23/2019	Common Stock	72

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Kuhlik Bruce N

ONE MERCK DRIVE Exec. V.P. and General Counsel

WHITEHOUSE STATION, NJ 08889-0100

## **Signatures**

Debra A. Bollwage as Attorney-in-Fact for Bruce N.
Kuhlik
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).

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

- (1) (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 equilavent 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.
- Each restricted stock unit represents a contingent right to receive one share of Old Merck common stock and was (i) assumed by the

  (2) Surviving Corporation in the Transactions and (ii) converted into a restricted stock unit representing a contingent right to receive on share of Surviving Corporation Common Stock on the same vesting schedule as applied prior to the Transactions.
- 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 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.

Reporting Owners 3