

MERCK & CO INC
Form DEF 14A
March 13, 2009
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

MERCK & CO., INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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x No fee required.

.. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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(2) Aggregate number of securities to which transaction applies:

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(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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Richard T. Clark
Chairman, President and Chief Executive Officer

Merck & Co., Inc.
One Merck Drive
P.O. Box 100
Whitehouse Station, NJ 08889-0100

March 13, 2009

Dear Stockholders:

It is my pleasure to invite you to Merck's 2009 Annual Meeting of Stockholders, which will be held on Tuesday, April 28, 2009 at 2:00 p.m., in the Edward Nash Theatre at Raritan Valley Community College, Route 28 and Lamington Road, North Branch, New Jersey. During the Annual Meeting, we will discuss each item of business described in the Notice of Annual Meeting and Proxy Statement and give a report on the Company's business operations. There will also be time for questions.

This booklet includes the Notice of Annual Meeting and Proxy Statement. The Proxy Statement provides information about Merck in addition to describing the business we will conduct at the meeting.

We are pleased to take advantage of the e-proxy rules of the Securities and Exchange Commission that allows companies to furnish proxy materials to stockholders via the Internet. We believe the new rules will allow us to provide our stockholders with the information they need, while lowering the costs of delivery and reducing the environmental impact of the Annual Meeting. Accordingly, on or about March 13, 2009, we began mailing to certain stockholders of record a Notice of Internet Availability of Proxy Materials containing instructions on how to access the proxy statement and the Form 10-K Annual Report via the Internet and how to vote online (www.proxyvote.com). The Notice of Internet Availability of Proxy Materials and the attached proxy statement also contain instructions on how to receive a paper copy of the proxy materials.

Stockholders who did not receive the Notice of Internet Availability of Proxy Materials will continue to receive a paper or electronic copy of the proxy statement and Form 10-K Annual Report, which we began mailing on or about March 13, 2009.

We hope you will be able to attend the Annual Meeting. If you need special assistance at the meeting, please contact the Company Secretary at the address above. Whether or not you expect to attend, please vote your shares using any of the following methods: vote by telephone or the Internet, as described in the instructions you receive; complete, sign and date the proxy card or voting instruction card and return it in the prepaid envelope; or vote in person at the meeting.

Sincerely,

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Notice of Annual Meeting of Stockholders

April 28, 2009

To the Stockholders:

The stockholders of Merck & Co., Inc. will hold their Annual Meeting on Tuesday, April 28, 2009, at 2:00 p.m., in the Edward Nash Theatre at Raritan Valley Community College, Route 28 and Lamington Road, North Branch, New Jersey. The purposes of the meeting are to:

elect 15 directors;

consider and act upon a proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2009;

consider and act upon a proposal to amend the Restated Certificate of Incorporation to limit the size of the Board to no more than 18 directors;

consider and act upon a stockholder proposal concerning special shareholder meetings;

consider and act upon a stockholder proposal concerning an independent lead director;

consider and act upon a stockholder proposal concerning an advisory vote on executive compensation; and

transact such other business as may properly come before the meeting.

Only stockholders listed on the Company's records at the close of business on February 27, 2009 are entitled to vote. If you received a Notice of Internet Availability of Proxy Materials and will not be requesting a printed copy of the proxy materials, please bring the Notice with you as your Admission Ticket.

By order of the Board of Directors,

CELIA A. COLBERT

Senior Vice President, Secretary and

Assistant General Counsel

March 13, 2009

(i)

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Merck & Co., Inc.

P. O. Box 100

Whitehouse Station, New Jersey 08889-0100

(908) 423-1000

www.merck.com

March 13, 2009

Proxy Statement

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING

Q: Why did I receive this proxy statement?

A: The Board of Directors is soliciting your proxy to vote at the Annual Meeting because you were a stockholder at the close of business on February 27, 2009, the record date, and are entitled to vote at the meeting. This proxy statement and 2008 Form 10-K Annual Report (the Proxy Material), along with either a proxy card or a voting instruction card, are being mailed to stockholders beginning March 13, 2009. The proxy statement summarizes the information you need to know to vote at the Annual Meeting. You do not need to attend the Annual Meeting to vote your shares.

Q: Can I access the Proxy Material on the Internet instead of receiving paper copies?

A: The Proxy Material is available on Merck's web site at <http://www.merck.com/finance/proxy/overview.html>. Most stockholders can access future Proxy Materials on the Internet instead of receiving paper copies in the mail. If you are a stockholder of record, you can choose this option by marking the appropriate box on your proxy card or by following the instructions if you vote by telephone or the Internet. If you choose to access future Proxy Materials on the Internet, you will receive a proxy card in the mail next year with instructions containing the Internet address for those materials. Your choice will remain in effect until you advise us otherwise.

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If you are a beneficial owner, please refer to the information provided by your broker, bank or nominee for instructions on how to elect to access future Proxy Materials on the Internet. Most beneficial owners who elect electronic access will receive an e-mail message next year containing the Internet address for access to the Proxy Material.

Information About the Notice of Internet Availability of Proxy Materials

Pursuant to the e-proxy rules of the Securities and Exchange Commission, we are furnishing the Company's proxy materials to certain stockholders of record via the Internet. Accordingly, in compliance with this e-proxy process, on or about March 13, 2009, we began mailing to certain stockholders of record a Notice of Internet Availability of Proxy Materials containing instructions on how to access the proxy statement and the Form 10-K Annual Report via the Internet and how to vote online (www.proxyvote.com). If you would like to receive a printed or electronic copy of the proxy materials, free of charge, you should follow the instructions for requesting such materials included in the Notice and on the website (www.proxyvote.com).

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Q: What is the difference between holding shares as a stockholder of record and as a beneficial owner?

A: If your shares are registered directly in your name with Merck's transfer agent, Wells Fargo Bank, N.A., you are considered, with respect to those shares, the stockholder of record. The Proxy Material and proxy card have been sent directly to you by Merck.

If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name. The Proxy Material has been forwarded to you by your broker, bank or nominee who is considered, with respect to those shares, the stockholder of record. As the beneficial owner, you have the right to direct your broker, bank or nominee how to vote your shares by using the voting instruction card included in the mailing or by following their instructions for voting by telephone or the Internet.

Q: What is householding and how does it affect me?

A: Merck has adopted the process called householding for mailing the Proxy Material in order to reduce printing costs and postage fees. Householding means that stockholders who share the same last name and address will receive only one copy of the Proxy Material, unless we receive contrary instructions from any stockholder at that address. Merck will continue to mail a proxy card to each stockholder of record.

If you prefer to receive multiple copies of the Proxy Material at the same address, additional copies will be provided to you promptly upon written or oral request. If you are a stockholder of record, you may contact us by writing to Merck Stockholder Services, WS3AB-40, P.O. Box 100, Whitehouse Station, NJ 08889-0100 or by calling our toll-free number 1-877-602-7615. Eligible stockholders of record receiving multiple copies of the Proxy Material can request householding by contacting Merck in the same manner.

If you are a beneficial owner, you can request additional copies of the Proxy Material or you can request householding by notifying your broker, bank or nominee.

Q: What am I voting on?

A: 1. Election of 15 directors: Mr. Leslie A. Brun, Dr. Thomas R. Cech, Mr. Richard T. Clark, Mr. Thomas H. Glocer, Mr. Steven F. Goldstone, Mr. William B. Harrison, Jr., Dr. Harry R. Jacobson, Dr. William N. Kelley, Ms. Rochelle B. Lazarus, Mr. Carlos E. Represas, Dr. Thomas E. Shenk, Ms. Anne M. Tatlock, Dr. Samuel O. Thier, Mr. Wendell P. Weeks and Mr. Peter C. Wendell;

2. Ratification of the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for 2009;

3. A proposal to amend the Restated Certificate of Incorporation to limit the size of the Board to no more than 18 directors.

The Board recommends a vote **FOR** each of the nominees to the Board of Directors, **FOR** the ratification of the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for 2009, and **FOR** the proposal to amend the Restated Certificate of Incorporation to limit the size of the Board to no more than 18 directors.

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You will also vote on the following stockholder proposals:

4. A stockholder proposal concerning special shareholder meetings;
5. A stockholder proposal concerning an independent lead director; and
6. A stockholder proposal concerning an advisory vote on executive compensation.

The Board recommends a vote **AGAINST** each of the stockholder proposals.

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Q: What is the voting requirement to elect the directors and to approve each of the proposals?

A: In the election of directors, each director nominee receiving a majority of the votes cast at the Annual Meeting will be elected. This means that a director nominee will be elected to the Board only if the number of votes cast FOR the nominee's election exceeds the number of votes cast AGAINST the nominee's election; for this purpose, abstentions and broker non-votes would not be counted as votes FOR or AGAINST.

The proposal to ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm, the proposal to amend the Restated Certificate of Incorporation to limit the size of the Board to no more than 18 directors and each of the stockholder proposals require the affirmative vote of a majority of the votes cast for approval. If you are present or represented by proxy at the Annual Meeting and you abstain, your abstention, as well as broker non-votes, are not counted as votes cast on any matter to which they relate.

Q: How many votes do I have?

A: You are entitled to one vote for each share of Common Stock that you hold as of the record date.

Q: Do I have the right to cumulate my votes in the election of directors?

A: Stockholders of the Company do not have the right to cumulative voting.

Q: What if a director nominee does not receive a majority of the votes cast?

A: A director nominee who does not receive a majority of the votes cast with respect to his or her election will not be elected or re-elected, as applicable, as a director of the Company. However, under the New Jersey Business Corporation Act, incumbent directors who are not re-elected in an uncontested election because of a failure to receive a majority of the votes cast in favor of their re-election, will be held over and continue as directors of the Company until they resign or their successors are elected at the next election of directors. Under the Incumbent Director Resignation Policy (the Policy) of the Policies of the Board, however, an incumbent director who is not re-elected will be required to submit his or her resignation and the Committee on Corporate Governance will be responsible for evaluating whether to accept the resignation and making a recommendation to the full Board. Under the Policy, the Board will be required to act on the

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recommendation of the Committee on Corporate Governance no later than 90 days following certification of the stockholder vote for the stockholders' meeting at which the incumbent director was not re-elected. The full text of the Policies of the Board can be found on the Company's website at www.merck.com/about/corporategovernance.

Q: How do I vote?

A: You may vote using any of the following methods:

Proxy card or voting instruction card. Be sure to complete, sign and date the card and return it in the prepaid envelope. If you are a stockholder of record and you return your signed proxy card but do not indicate your voting preferences, the persons named in the proxy card will vote **FOR** the election of directors, the ratification of the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for 2009, and the proposal to amend the Restated Certificate of Incorporation to limit the size of the Board to no more than 18 directors, and **AGAINST** each of the stockholder proposals on your behalf.

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By telephone or the Internet. The telephone and Internet voting procedures established by Merck for stockholders of record are designed to authenticate your identity, to allow you to give your voting instructions and to confirm that these instructions have been properly recorded.

The availability of telephone and Internet voting for beneficial owners will depend on the voting processes of your broker, bank or nominee. Therefore, we recommend that you follow the voting instructions in the materials you receive.

In person at the Annual Meeting. All stockholders may vote in person at the Annual Meeting. You may also be represented by another person at the meeting by executing a proper proxy designating that person. If you are a beneficial owner of shares, you must obtain a legal proxy from your broker, bank or nominee and present it to the inspectors of election with your ballot when you vote at the meeting.

Q: What can I do if I change my mind after I vote my shares?

A: If you are a stockholder of record, you may revoke your proxy at any time before it is voted at the Annual Meeting by:

sending written notice of revocation to the Secretary of the Company;

submitting a revised proxy by telephone, Internet or paper ballot after the date of the revoked proxy; or

attending the Annual Meeting and voting in person.

If you are a beneficial owner of shares, you may submit new voting instructions by contacting your broker, bank or nominee. You may also vote in person at the Annual Meeting if you obtain a legal proxy as described in the answer to the previous question.

Q: Who will count the vote?

A: Representatives of IVS Associates, Inc. will tabulate the votes and act as inspectors of election.

Q: Where can I find the results of the Annual Meeting?

A: The Company posts the final voting results the Friday following the Annual Meeting on its website *www.merck.com* under Investor Relations. The Company also intends to publish the final voting results in our quarterly report on Form 10-Q for the quarter ending June 30, 2009.

Q: Will my votes be confidential?

A: Yes. Only the personal information necessary to enable proxy execution, such as control number or stockholder signature, is collected on the paper or online proxy cards. All stockholder proxies and ballots that identify individual stockholders are kept confidential and are not disclosed except as required by law.

Q: What shares are included on the proxy card?

A: The shares on your proxy card represent shares registered in your name, as well as shares in the Merck Stock Investment Plan. However, the proxy card does not include shares held for participants in the Merck & Co., Inc. Employee Savings and Security Plan, Merck & Co., Inc. Employee Stock Purchase and Savings Plan, Hubbard LLC

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Employee Savings Plan, Merck Puerto Rico Employee Savings and Security Plan, Merck Frosst Canada Inc. Stock Purchase Plan (Merck Frosst Plan), and Merial 401(k) Savings Plan (Merial Plan). Instead, these participants will receive from plan trustees separate voting instruction cards covering these shares. If voting instructions are not received from participants in the Merck Frosst Plan, the plan trustee will vote the shares in accordance with the recommendations of the Board of Directors. If voting instructions are not received from participants in the Merial Plan, the plan trustee will vote the shares in the same proportion as it votes shares for which voting instructions are received. Trustees for the other plans will not vote shares for which no voting instructions are received from plan participants.

Q: What constitutes a quorum?

A: As of the record date, 2,107,727,155 shares of Merck Common Stock were issued and outstanding. A majority of the outstanding shares present or represented by proxy, constitutes a quorum for the purpose of adopting proposals at the Annual Meeting. If you submit a properly executed proxy, then you will be considered part of the quorum.

Q: Who can attend the Annual Meeting?

A: All stockholders as of the record date may attend the Annual Meeting but must have an admission ticket. If you are a stockholder of record, the ticket attached to the proxy card will admit you and one guest or, if you received a Notice of Internet Availability of Proxy Materials, then your Notice will serve as your admission ticket. If you are a beneficial owner, you may request a ticket by writing to the Office of the Secretary, WS 3AB-05, Merck & Co., Inc., P.O. Box 100, Whitehouse Station, New Jersey 08889-0100 or by faxing your request to 908-735-1224. You must provide evidence of your ownership of shares with your ticket request, which you can obtain from your broker, bank or nominee. We encourage you or your broker to fax your ticket request and proof of ownership in order to avoid any mail delays.

Q: Are there any stockholders who own more than 5 percent of the Company's shares?

A: To the Company's knowledge, no stockholder owns more than 5 percent of the Company's shares.

Q: When are the stockholder proposals due for the 2010 Annual Meeting?

A: In order to be considered for inclusion in next year's proxy statement in accordance with the rules of the Securities and Exchange Commission (SEC), stockholder proposals must be submitted in writing to Celia A. Colbert, Senior Vice President, Secretary and Assistant General Counsel, WS 3A-65, Merck & Co., Inc., One Merck Drive, Whitehouse Station, NJ 08889-0100 and received at this address by November 13, 2009.

Under provisions of our By-laws, in order for a stockholder to present a proposal or other business for consideration by our stockholders at the 2010 Annual Meeting of Stockholders, the Secretary of the Company must receive by December 29, 2009 a written notice containing the following information: (a) the name and address of the stockholder who intends to present the business at the meeting of the stockholders, a brief description of the business intended to be presented, the reasons for conducting this business at the meeting and any material interest of the stockholder in the business; (b) a representation that the stockholder is a holder of record of stock of the Company entitled to vote on the business at that meeting and intends to appear in person or by proxy at the meeting to present the business; (c) a description of all arrangements or

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understandings between the stockholder and any other person or persons (naming such person or persons) with respect to the business to be presented; and (d) such other information regarding the business to be presented as would have been required to be included in a proxy statement filed pursuant to the proxy rules of the SEC had such business been presented, or intended to be presented, by the Board of Directors. This notice requirement does not apply to stockholder proposals properly submitted for inclusion in our proxy statement in accordance with the rules of the SEC and stockholder nominations of director candidates which must comply with the notice provisions of our By-laws described on page 17.

Q: What happens if a nominee for director is unable to serve as a director?

A: If any of the nominees becomes unavailable for election, which we do not expect, votes will be cast for such substitute nominee or nominees as may be designated by the Board of Directors, unless the Board of Directors reduces the number of directors.

Q: How much did this proxy solicitation cost?

A: Laurel Hill Advisory Group, LLC has been hired by the Company to assist in the distribution of Proxy Material and solicitation of votes for \$15,000, plus reasonable out-of-pocket expenses. Employees, officers and directors of the Company may also solicit proxies by telephone or in-person meeting. We will reimburse brokerage houses and other custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses for forwarding proxy and solicitation materials to the owners of Common Stock.

Q: How can I obtain the Company's corporate governance information?

A: The Merck home page is www.merck.com. You may also go directly to www.merck.com/about/corporategovernance for the following information which is available in print to any stockholder who requests it:

Restated Certificate of Incorporation of Merck & Co., Inc.;

By-Laws of Merck & Co., Inc.;

Policies of the Board a statement of Merck's corporate governance principles;

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Merck Board Committee Charters Audit Committee, Committee on Corporate Governance, Compensation and Benefits Committee, Finance Committee, Committee on Public Policy and Social Responsibility, and Research Committee;

Stockholder Communications with the Board; and

Merck Code of Conduct *Our Values and Standards*

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1. ELECTION OF DIRECTORS

Fifteen directors are to be elected by stockholders at this Annual Meeting for terms expiring at the 2010 Annual Meeting of Stockholders. The Board has recommended as nominees for election, Mr. Leslie A. Brun, Dr. Thomas R. Cech, Mr. Richard T. Clark, Mr. Thomas H. Glocer, Mr. Steven F. Goldstone, Mr. William B. Harrison, Jr., Dr. Harry R. Jacobson, Dr. William N. Kelley, Ms. Rochelle B. Lazarus, Mr. Carlos E. Represas, Dr. Thomas E. Shenk, Ms. Anne M. Tatlock, Dr. Samuel O. Thier, Mr. Wendell P. Weeks and Mr. Peter C. Wendell. Mr. Brun and Mr. Represas were elected to the Board effective July 22, 2008 and February 24, 2009, respectively, to serve until this Annual Meeting and to stand for election by stockholders at the meeting. Dr. Cech is a new candidate for election by stockholders at this Annual Meeting. All other candidates have previously been elected by stockholders. Dr. Johnnetta B. Cole resigned from the Board effective March 1, 2009.

Information on the nominees follows.

Name, Age and	
Year First	Business Experience and Other Directorships
Elected Director	or Significant Affiliations
Nominees for Director	
<p>Leslie A. Brun</p> <p>Age 56</p> <p>2008</p>	<p>Chairman and Chief Executive Officer, SARR Group, LLC (investment holding company) (since March 2006), prior to which he was Chairman Emeritus of Hamilton Lane (a leading advisory and management firm (from 2003 until March 2006)</p>
<p>Thomas R. Cech, Ph.D.</p> <p>Age 61</p> <p>Nominee 2009</p>	<p>Non-Executive Chairman of the Board, Automatic Data Processing, Inc.; Director, Broadridge Financial Solutions, Inc. and Philadelphia Media Holdings, LLC; Trustee, The Episcopal Academy and University at Buffalo Foundation, Inc.; Member, Council on Foreign Relations</p> <p>President, Howard Hughes Medical Institute for more than five years; Faculty, University of Colorado since 1978</p> <p>Trustee, Grinnell College; Member, U.S. National Academy of Sciences</p>
<p>Richard T. Clark</p> <p>Age 62</p> <p>2005</p>	<p>Chairman of the Board (since April 2007), President and Chief Executive Officer (since May 2005), President, Merck Manufacturing Division (June 2003-May 2005) of the Company</p> <p>Director, Project HOPE and United Negro College Fund; Chairman, Pharmaceutical Research and Manufacturers of America; Trustee, Washington & Jefferson College and The Conference Board</p>

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Name, Age and Year First	Business Experience and Other Directorships or Significant Affiliations
<p>Thomas H. Glocer</p> <p>Age 49</p> <p>2007</p>	<p>Chief Executive Officer, Thomson Reuters Corporation (information and services company for businesses and professionals), prior to which he was Chief Executive Officer of Reuters Group PLC (July 2001 to April 2008)</p> <p>Director, Thomson Reuters Corporation, Partnership for New York City; Member, International Business Council of the World Economic Forum, Advisory Board of the Judge Institute of Management at Cambridge University and the Columbia College Board of Visitors</p>
<p>Steven F. Goldstone</p> <p>Age 63</p> <p>2007</p>	<p>Retired Chairman and Chief Executive Officer, RJR Nabisco, Inc.; Managing Partner, Silver Spring Group (private investment firm) for more than five years</p> <p>Non-Executive Chairman, ConAgra Foods, Inc.; Director, Greenhill & Co., Inc.; Chairman, Founders Hall Foundation; Trustee, The Aldrich Contemporary Art Museum</p>
<p>William B. Harrison, Jr.</p> <p>Age 65</p> <p>1999</p>	<p>Retired Chairman of the Board (since December 31, 2006), prior to which he was Chairman (from November 2001) and Chief Executive Officer (from November 2001 until December 2005), JPMorgan Chase & Co. (financial services)</p> <p>Director, Cousins Properties Incorporated and Lincoln Center for the Performing Arts; Member, The Business Council, Board of Overseers of Memorial Sloan Kettering Cancer Center and the National September 11 Memorial Museum Foundation</p>
<p>Harry R. Jacobson, M.D.</p> <p>Age 61</p> <p>2007</p>	<p>Vice Chancellor, Health Affairs, Vanderbilt University for more than five years</p> <p>Non-Executive Chairman, CeloNova BioSciences, Inc.; Director, HealthGate Data Corporation, Ingram Industries, Inc. and Kinetic Concepts, Inc.; Member, American Society of Clinical Investigation, Association of American Physicians, Society of Medical Administrators, and Institute of Medicine of the National Academy of Sciences</p>

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Name, Age and	
Year First	Business Experience and Other Directorships
Elected Director	or Significant Affiliations
<p>William N. Kelley, M.D.</p> <p>Age 69</p> <p>1992</p>	<p>Professor of Medicine, Biochemistry and Biophysics, University of Pennsylvania School of Medicine for more than five years</p> <p>Director, Beckman Coulter, Inc., GenVec, Inc. and Polymedix, Inc.; Fellow, American Academy of Arts and Sciences; Master, American College of Physicians and American College of Rheumatology; Member, American Philosophical Society and Institute of Medicine of the National Academy of Sciences; Trustee, Emory University</p>
<p>Rochelle B. Lazarus</p> <p>Age 61</p> <p>2004</p>	<p>Chairman (since January 1, 2009), prior to which she was Chairman and Chief Executive Officer (1996-2008), Ogilvy & Mather Worldwide (advertising and marketing communication company)</p> <p>Director, General Electric, New York Presbyterian Hospital, American Museum of Natural History and World Wildlife Fund; Member, Board of Overseers, Columbia Business School</p>
<p>Carlos E. Represas</p> <p>Age 63</p> <p>2009</p>	<p>Chairman, Nestle´ Group Mexico (since 1983), prior to which he was Executive Vice President Head of the Americas, Nestle´ S.A., Switzerland from 1994-2004 (nutrition, health and wellness company)</p> <p>Director, Bombardier Inc. and Vitro S.A. de C.V.; Member, Latin America Business Council; Trustee, National Institute of Genomic Medicine Ministry of Health, Mexico</p>
<p>Thomas E. Shenk, Ph.D.</p> <p>Age 62</p> <p>2001</p>	<p>Elkins Professor (since 1984) and Chairman (1996-2004), Department of Molecular Biology, Princeton University</p> <p>Director, Cell Genesys, Inc. and CV Therapeutics, Inc.; Fellow, American Academy of Arts and Sciences; Member, American Academy of Microbiology and National Academy of Sciences and its Institute of Medicine</p>

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Name, Age and	
Year First	Business Experience and Other Directorships
Elected Director	or Significant Affiliations
Anne M. Tatlock	Retired; Chairman of the Board (from June 2000 until December 31, 2006) and Chief Executive Officer (from September 1999 until December 31, 2006), Fiduciary Trust Company International (global asset management services)
Age 69	
2000	Director, Fortune Brands, Inc. and Franklin Resources, Inc.; Chairman, The Andrew W. Mellon Foundation; Fellow, American Academy of Arts and Sciences; Member, Council on Foreign Relations; Trustee, American Ballet Theatre Foundation, The Conference Board, Howard Hughes Medical Institute, The Mayo Clinic and The National September 11 Memorial & Museum Foundation
Samuel O. Thier, M.D.	Lead Director of the Board (since April 2007)
Age 71	
1994	Professor of Medicine and Health Care Policy, Emeritus (since 2008), Professor of Medicine and Professor of Health Care Policy (1994-2007), Harvard Medical School
Wendell P. Weeks	Director, Charles River Laboratories, Inc.; Fellow, American Academy of Arts and Sciences; Master, American College of Physicians; Member, Board of Overseers, Teachers Insurance and Annuity Association of America-College Retirement Equities Fund, Cornell University Weill Medical College and Brandeis University Heller School for Social Policy and Management
Age 49	Chairman and Chief Executive Officer (since April 2007), President and Chief Executive Officer (April 2005-April 2007), President and Chief Operating Officer (April 2002-April 2005), Corning Incorporated (technology company in the telecommunications, information display and advanced materials industries)
2004	Director, Corning Incorporated; Trustee, Lehigh University
Peter C. Wendell	Managing Director, Sierra Ventures (technology-oriented venture capital firm) for more than five years; Chairman, Princeton University Investment Co. since 2002
Age 58	
2003	Charter Trustee, Princeton University; Faculty, Stanford University Graduate School of Business

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CORPORATE GOVERNANCE

Our business is managed under the direction of our Board of Directors. The primary mission of the Board is to represent and protect the interests of the Company's stockholders. The Board has the legal responsibility for overseeing the affairs of the Company and for the overall performance of the Company. The Board selects and oversees senior management, who are charged by the Board with conducting the daily business of the Company.

The Board has adopted corporate governance principles (the Policies of the Board), which, in conjunction with the Company's Restated Certificate of Incorporation, By-Laws and Board committee charters, form the governance framework for the Board and its Committees. Among the areas addressed by the Policies of the Board are Philosophy and functions of the Board, Composition of the Board including Lead Director responsibilities, Qualification of Members, Assessment of the Board, Board committee responsibilities, director transition and retirement, service on other boards, director compensation, stock ownership guidelines, Chairmanship of Meetings, Director Orientation and Continuing Education, Incumbent Director Resignation and Related Person Transactions. From time to time, the Board revises the Policies of the Board in response to changing regulatory requirements, evolving best practices, and the perspectives of our stockholders and other constituents. The Policies of the Board are available on the Company's web site at www.merck.com/about/corporategovernance.

Board's Role in Strategic Planning

In connection with its responsibility for overseeing the affairs of the Company, the Board of Directors has an obligation to keep informed about the Company's business and strategies. This involvement enables the Board to provide guidance to management in formulating and developing plans and to exercise independently its decision-making authority on matters of importance to the Company. Acting as a full Board and through the Board's six standing committees (Audit Committee, Committee on Corporate Governance, Compensation and Benefits Committee, Finance Committee, Committee on Public Policy and Social Responsibility, and Research Committee), the Board is fully involved in the Company's strategic planning process.

Each year, typically in the summer, senior management sets aside a specific period to develop, discuss and refine the Company's long-range operating plan and overall corporate strategy. Strategic areas of importance include basic research and clinical development, global marketing an