

KOEHLER STEVEN H  
 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 \*  
**KOEHLER STEVEN H**

(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)  
**Vice President and Controller**

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)
			Code	V Amount (D) Price			
Common Shares	11/03/2009		D	10,619 D 11 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)**



## 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) Pursuant to the agreement and plan of merger ("Merger Agreement") between the Issuer and Merck & Co., Inc. ("Merger"), upon closing 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) Pursuant to the Merger Agreement, upon closing of the Merger, the DSU's were converted into DSU's over common shares of Merck & Co., Inc. in accordance with the exchange ratio set forth in the Merger Agreement.

(4) In connection with the Merger, the DSU's will be paid to the reporting person in accordance with the terms of the Issuer's 2006 Stock Incentive Plan.

(5) The options vested and became exercisable (or will vest and become exercisable) on varying dates pursuant to the terms of the plans under which they were granted. Options that had not vested prior to the Merger, vested upon the closing of the Merger or will vest upon 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.

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