

KIM PETER S

Form 4

November 04, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KIM PETER S

2. Issuer Name **and** Ticker or Trading
Symbol

**MERCK SHARP & DOHME CORP.
[MRK]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE MERCK DRIVE

(Street)

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

11/03/2009

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Exec. V-P and Pres., MRL

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

**WHITEHOUSE
STATION, NJ 08889-0100**

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	11/03/2009		D		92,641.9037	D	\$ 0 (1)	0
Common Stock - 401(k) Plan	11/03/2009		J		1,178.6887	D	\$ 0 (2)	0

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

number.

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

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 Underlying (Instr. 3 and
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Phantom Stock	(3)	11/03/2009		D	37,388.937	(3) (3)	Common Stock
Restricted Stock Unit	(4)	11/03/2009		D	21,600	03/02/2010(4) 03/02/2010(4)	Common Stock
Restricted Stock Unit	(4)	11/03/2009		D	21,600	02/28/2011(4) 02/28/2011(4)	Common Stock
RSU - Leader Shares	(4)	11/03/2009		D	16,000	03/02/2010(4) 03/02/2010(4)	Common Stock
Stock Option (right to buy)	\$ 58.9105	11/03/2009		D	137,149	03/01/2003(5) 02/29/2012	Common Stock
Stock Option (right to buy)	\$ 49.9626	11/03/2009		D	210,998	02/28/2004(5) 02/27/2013	Common Stock
Stock Option (right to buy)	\$ 48.24	11/03/2009		D	100,000	02/27/2005(5) 02/26/2014	Common Stock
Stock Option (right to buy)	\$ 31.84	11/03/2009		D	100,000	02/25/2006(5) 02/24/2015	Common Stock
Stock Option (right to buy)	\$ 75.7638	11/03/2009		D	131,874	03/02/2006(6) 03/01/2011	Common Stock
Stock Option (right to buy)	\$ 35.09	11/03/2009		D	96,000	03/03/2007(5) 03/02/2016	Common Stock

Stock Option (right to buy)	\$ 44.19	11/03/2009	D	115,200	03/02/2008 ⁽⁵⁾	03/01/2017	Common Stock
Stock Option (right to buy)	\$ 44.3	11/03/2009	D	115,200	02/28/2009 ⁽⁵⁾	02/28/2018	Common Stock
Stock Option (right to buy)	\$ 23.45	11/03/2009	D	224,000	04/24/2010 ⁽⁵⁾	04/23/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KIM PETER S ONE MERCK DRIVE WHITEHOUSE STATION, NJ 08889-0100			Exec. V-P and Pres., MRL	

Signatures

/s/ Debra A. Bollwage as Attorney-in-Fact for Peter S.
Kim 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).

(1) 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 Merck"). Such shares of Old Merck common stock are being exchanged pursuant to the Transactions for an equivalent 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.

(2) Shares of Old Merck common stock acquired under the 401(k) plan will be exchanged for an equivalent number of shares of Surviving Corporation common stock as part of the Transactions.

(3) Each share of phantom stock is the economic equivalent of one share of Old Merck common stock, and was granted under the Merck Deferral Program. The Merck Deferral Program will be continued after the Transactions and each share of phantom stock will have the economic equivalent of one share of Surviving Corporation Common Stock.

(4) Each restricted stock unit represents a contingent right to receive one share of Old Merck common stock and was (i) assumed by the Surviving Corporation in the Transactions and (ii) converted into a restricted stock unit representing a contingent right to receive one share of Surviving Corporation Common Stock on the same vesting schedule as applied prior to the Transactions.

(5) 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 the 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.

(6)

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This option to purchase shares of Old Merck common stock, which vesting on the exercisable date, was assumed by the 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.

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