

KELLOGG PETER N
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 *
KELLOGG PETER N

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
 Officer (give title below) ___ Other (specify below)
Exec. V.P. & C.F.O

WHITEHOUSE
STATION, NJ 08889-0100

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(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 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)	Code	V	Amount	(D)	Price

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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Am Underlying Sec
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	
			Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Unit	<u>(1)</u>	11/03/2009	D		80,000	11/13/2010 ⁽¹⁾ 11/13/2013 ⁽¹⁾	Common Stock
Restricted Stock Unit	<u>(2)</u>	11/03/2009	D		11,700	02/28/2011 ⁽²⁾ 02/28/2011 ⁽²⁾	Common Stock
Restricted Stock Unit	<u>(2)</u>	11/03/2009	D		17,550	04/24/2012 ⁽²⁾ 04/24/2012 ⁽²⁾	Common Stock
Stock Option (right to buy)	\$ 57.49	11/03/2009	D		175,000	11/13/2008 ⁽³⁾ 11/12/2017	Common Stock
Stock Option (right to buy)	\$ 44.3	11/03/2009	D		62,400	02/28/2009 ⁽⁴⁾ 02/28/2018	Common Stock
Stock Option (right to buy)	\$ 23.45	11/03/2009	D		93,600	04/24/2010 ⁽⁴⁾ 04/23/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLOGG PETER N ONE MERCK DRIVE WHITEHOUSE STATION, NJ 08889-0100			Exec. V.P. & C.F.O	

Signatures

/s/ Debra A. Bollwage as Attorney-in-Fact for Peter N. Kellogg
 Date: 04/11/2009

__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) 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. 40,000 restricted stock units will vest on November 13, 2010 and 40,000 restricted stock units will vest on November 13, 2013.

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- 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 one 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 five equal annual installments beginning November 13, 2008, 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.
- (3)

- This option to purchase shares of Old Merck common stock, which vesting in three equal annual installments beginning on 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.
- (4)

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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