

Deese Willie A  
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 \*  
Deese Willie A

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 and Pres., MMD

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 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		41,760.5666	D	\$ 0 (1)
Common Stock - 401(k) Plan	11/03/2009		J		570.4009	D	\$ 0 (2)

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

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(9-02)

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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 Amount of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Restricted Stock Unit	(3)	11/03/2009		D		7,650		03/02/2010(3)	03/02/2010(3)	Common Stock	
Restricted Stock Unit	(3)	11/03/2009		D		11,700		02/28/2011(3)	02/28/2011(3)	Common Stock	
RSU - Leader Shares	(3)	11/03/2009		D		10,000		03/02/2010(3)	03/02/2010(3)	Common Stock	
Stock Option (right to buy)	\$ 47.79	11/03/2009		D		30,000		02/02/2005(4)	02/01/2014	Common Stock	
Stock Option (right to buy)	\$ 48.24	11/03/2009		D		20,000		02/27/2005(4)	02/26/2014	Common Stock	
Stock Option (right to buy)	\$ 31.84	11/03/2009		D		13,334		02/25/2006(4)	02/24/2015	Common Stock	
Stock Option (right to buy)	\$ 35.09	11/03/2009		D		40,800		03/03/2007(4)	03/02/2016	Common Stock	
Stock Option (right to buy)	\$ 44.19	11/03/2009		D		40,800		03/02/2008(4)	03/01/2017	Common Stock	
Stock Option (right to buy)	\$ 44.3	11/03/2009		D		62,400		02/28/2009(4)	02/28/2018	Common Stock	
	\$ 23.45	11/03/2009		D		127,400		04/24/2010(4)	04/23/2019		

