McDonough Mark E Form 4 November 04, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB 3235-0287 Number:

Expires:

January 31, 2005

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SECURITIES

obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading McDonough Mark E Symbol

5. Relationship of Reporting Person(s) to

Issuer

MERCK SHARP & DOHME CORP.

[MRK]

(Check all applicable)

(First) (Middle)

> (Month/Day/Year) 11/03/2009

Director 10% Owner Other (specify _X__ Officer (give title

below) Vice President and Treasurer

ONE MERCK DRIVE

(Street)

4. If Amendment, Date Original

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) 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) Tab | le I - Non- | Derivative Secu | ırities | Acquir | red, Disposed of, | or Beneficiall | y 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 A poor Disposed of (Instr. 3, 4 and Amount | (D) | d (A) | 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) |
| Common Stock | 10/29/2009 | | D | 3,138.8608 | D | \$ 0 (1) | 0 | D | |
| Common Stock - 401(k) plan | 10/29/2009 | | J | 2,353.8946 | D | \$ 0 (2) | 0 | I | By 401(k) |

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.

 $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

| 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. Transactic Code (Instr. 8) | orDeriv Secur Acqu | rities ired (A) sposed of . 3, 4, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amo Underlying Secu (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|--|--------------------------|-----------------------------------|--|-----------------|---|------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | An or Nu of S |
| Restricted Stock Unit | (3) | 11/03/2009 | | D | | 1,500 | 02/28/2011(3) | 02/28/2011(3) | Common Stock | 1. |
| Restricted Stock Unit | (3) | 11/03/2009 | | D | | 2,100 | 04/24/2012(3) | 04/24/2012(3) | Common Stock | 2, |
| Restricted Stock Unit | (3) | 11/03/2009 | | D | | 4,625 | 10/27/2012(3) | 10/27/2012(3) | Common Stock | 4, |
| RSU - Leader Shares | (3) | 11/03/2009 | | D | | 1,300 | 03/02/2010(3) | 03/02/2010(3) | Common Stock | 1, |
| Stock Option (right to buy) | \$ 58.9105 | 11/03/2009 | | D | | 6,857 | 03/01/2003(4) | 02/29/2012 | Common Stock | 6, |
| Stock Option (right to buy) | \$ 45.9815 | 11/03/2009 | | D | | 1,055 | 08/01/2003 <u>(4)</u> | 07/31/2012 | Common Stock | 1, |
| Stock Option (right to buy) | \$ 49.9626 | 11/03/2009 | | D | | 7,068 | 02/28/2004(4) | 02/27/2013 | Common Stock | 7, |
| Stock Option (right to buy) | \$ 62.0859 | 11/03/2009 | | D | | 4,747 | 02/22/2005(5) | 02/21/2010 | Common Stock | 4, |
| Stock Option (right to buy) | \$ 48.24 | 11/03/2009 | | D | | 5,250 | 02/27/2005(4) | 02/26/2014 | Common Stock | 5, |
| Stock Option | \$ 31.84 | 11/03/2009 | | D | | 6,375 | 02/25/2006(4) | 02/24/2015 | Common Stock | 6, |

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| (right to buy) | | | | | | | | |
|--------------------------------------|------------|------------|---|--------|---------------|------------|-----------------|----|
| Stock Option (right to buy) | \$ 75.7638 | 11/03/2009 | D | 4,747 | 03/02/2006(5) | 03/01/2011 | Common Stock | 4. |
| Stock Option (right to buy) | \$ 64.35 | 11/03/2009 | D | 1,582 | 08/01/2006(5) | 07/31/2011 | Common Stock | 1, |
| Stock Option (right to buy) | \$ 35.09 | 11/03/2009 | D | 8,400 | 03/03/2007(4) | 03/02/2016 | Common Stock | 8. |
| Stock Option (right to buy) | \$ 44.19 | 11/03/2009 | D | 10,500 | 03/02/2008(4) | 03/01/2017 | Common Stock | 10 |
| Stock Option (right to buy) | \$ 44.3 | 11/03/2009 | D | 8,000 | 02/28/2009(4) | 02/28/2018 | Common Stock | 8. |
| Stock Option (right to buy) | \$ 23.45 | 11/03/2009 | D | 11,200 | 04/24/2010(4) | 04/23/2019 | Common Stock | 11 |

Reporting Owners

| Reporting Owner Name / Address | | | - - | |
|--------------------------------|----------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |

McDonough Mark E ONE MERCK DRIVE WHITEHOUSE STATION, NJ 08889-0100

Vice President and Treasurer

Relationships

Signatures

/s/ Debra A. Bollwage as Attorney-in-Fact for Mark E.

McDonough

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

Reporting Owners 3

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(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 equilavent 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 Transaction.
- 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 on 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 three equal annual installments beginning one year from date of grant, was assumed by 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.
- This option to purchase shares of Old Merck common stock, which vesting on the exercisable date, was assumed by the Surviving

 (5) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.