

SCHERING PLOUGH CORP

Form 8-K

December 12, 2008

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
**Date of Report (Date of earliest event reported): December 9, 2008**  
**SCHERING PLOUGH CORPORATION**  
(Exact Name of Registrant as Specified in its Charter)

New Jersey  
(State or Other Jurisdiction of  
Incorporation)

1-6571  
(Commission File Number)

22-1918501  
(IRS Employer  
Identification Number)

2000 Galloping Hill Road  
Kenilworth, NJ 07033  
(Address of Principal Executive Office)

Registrant's telephone number, including area code: (908) 298-4000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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EX-99.4: AMENDMENT TO EMPLOYMENT AGREEMENT WITH THOMAS P. KOESTLER

EX-99.5: AMENDMENT TO LETTER AGREEMENT AND EMPLOYMENT AGREEMENT WITH THOMAS J. SABATINO, JR.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*Amendments to Executive Employment Agreements*

The Compensation Committee of the Board of Directors of Schering-Plough Corporation ( the Company ) approved on December 9, 2008, certain amendments to the employment agreements of Fred Hassan, Chairman of the Board & Chief Executive Officer; Robert J. Bertolini, Executive Vice President & Chief Financial Officer; Carrie S. Cox, Executive Vice President & President, Global Pharmaceuticals; Thomas P. Koestler, Ph.D., Executive Vice President & President, Schering-Plough Research Institute; Thomas J. Sabatino, Jr., Executive Vice President Global Law and Public Affairs & General Counsel; and Brent Saunders, Senior Vice President & President, Consumer Health Care. The amendments conform those agreements to Section 409A of the Internal Revenue Code ( Section 409A ). Specifically, each employment agreement has been amended to specify that severance amounts payable by the Company, which are not exempt from Section 409A, will be further deferred for six months following that executive s separation from service with the Company. Additionally, the amendments provide that certain other payments will be made only at times permissible without triggering tax penalties under Section 409A.

*Compensation Adjustments for Thomas J. Sabatino, Jr.*

The Compensation Committee also took on December 9, 2009, the following actions with respect to the compensation of Mr. Sabatino:

Effective December 16, 2008, Mr. Sabatino s base salary will be increased by 7.4%, from \$798,000 to \$857,100; and

On December 9, 2008, Mr. Sabatino was granted a special cash award in the amount of \$500,000.

The above actions were taken by the Compensation Committee in recognition of Mr. Sabatino s sustained strong performance as Executive Vice President Global Law and Public Affairs & General Counsel and the increased responsibility he assumed for Global Administrative Services in October of 2008.

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ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

The following exhibits are filed with this 8-K:

- 99.1 Amendment to Letter Agreement and Employment Agreement between Schering-Plough Corporation and Robert J. Bertolini, dated December 9, 2008.
  - 99.2 Amendment to Employment Agreement between Schering-Plough Corporation and Carrie S. Cox, dated December 9, 2008.
  - 99.3 Amendment to Employment Agreement between Schering-Plough Corporation and Fred Hassan, dated December 9, 2008.
  - 99.4 Amendment to Employment Agreement between Schering-Plough Corporation and Thomas P. Koestler, dated December 9, 2008.
  - 99.5 Amendment to Letter Agreement and Employment Agreement between Schering-Plough Corporation and Thomas J. Sabatino, Jr., dated December 9, 2008.
  - 99.6 Amendment to Employment Agreement between Schering-Plough Corporation and Brent Saunders, dated December 9, 2008.
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Schering-Plough Corporation

By: /s/ Susan Ellen Wolf

Susan Ellen Wolf

Corporate Secretary

Vice-President Corporate Governance and

Associate General Counsel

Date: December 12, 2008

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