

MERCK & CO INC

Form 4

February 27, 2008

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CLARK RICHARD T

(Last) (First) (Middle)

ONE MERCK DRIVE

(Street)

WHITEHOUSE
STATION, NJ 08889-0100

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
MERCK & CO INC [(MRK)]

3. Date of Earliest Transaction
(Month/Day/Year)
02/25/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

COB, President & CEO

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

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 - Dividend Reinvestment	02/25/2008		M		29,000	A	\$ 0 35,194.2814
Common Stock - Dividend Reinvestment	02/25/2008		F		9,426	D	\$ 25,768.2814 46.07 (1)
Common Stock							8,150 D

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Common Stock - 401(k) 2,841.7962 (2) I By 401(k)

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

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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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Phantom Stock	<u>(3)</u>	02/25/2008		A	7,083	<u>(4)</u> <u>(5)</u>	Common Stock
Restricted Stock Units 2005/02/25	<u>(6)</u>	02/25/2008		M	7,083	02/25/2008 02/25/2008	Common Stock
RSU - Leader Shares 2005/02/25	<u>(6)</u>	02/25/2008		M	29,000	02/25/2008 02/25/2008	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CLARK RICHARD T ONE MERCK DRIVE WHITEHOUSE STATION, NJ 08889-0100	X COB, President & CEO

Signatures

Debra A. Bollwage as Attorney-in-Fact for Richart T. Clark 02/27/2008

 **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) Holdings include shares acquired in dividend reinvestment transactions.
- (2) Includes shares acquired and dividends earned through January 2, 2008 in the Merck & Co., Inc. Employee Savings and Security Plan, a 401(k) plan.
- (3) 1-for-1
- (4) The Merck Deferral Program includes the right of redesignation to other investment measures within the Program (not applicable to deferral of restricted stock units).

Distributions of phantom stock are made in shares of Merck Common Stock, with cash payable for partial shares, in accordance with a
- (5) distribution schedule elected by the reporting person. This distribution is subject to conditions and limitations of the Merck Deferral Program.
- (6) Each restricted stock unit represents a contingent right to receive one share of Merck & Co., Inc. common stock.

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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