

BARSHAY STANLEY F  
Form 4/A  
January 29, 2010

**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 \*  
BARSHAY STANLEY F

(Last) (First) (Middle)

ONE MERCK DRIVE, P.O. BOX 100

(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)  
11/03/2009

4. If Amendment, Date Original Filed (Month/Day/Year)  
11/06/2009

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
ExVP&PresConsHlthCare

6. Individual or Joint/Group Filing (Check Applicable Line)  
\_X\_ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or Price (D)   |  |                                   |
| Common Stock                    | 11/03/2009                           |  | A                              |   | 15,032 (1) \$ 0 32,023 (2)  | D  |                                   |
| Common Stock                    | 11/03/2009                           |  | A                              |   | 17,557 (3) \$ 0 49,580 (2)  | D  |                                   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

BARSHAY STANLEY F  
ONE MERCK DRIVE  
P.O. BOX 100  
WHITEHOUSE STATION, NJ 08889-0100

ExVP&PresConsHlthCare

## Signatures

Debra A. Bollwage as Attorney-in-Fact for Stanley F. Barshay

01/29/2010

\_\_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) Distribution of net after-tax shares of common stock from performance-based share units granted on February 26, 2007. Pursuant to the terms of the Issuer's 2006 Stock Incentive Plan, the shares vested upon the completion of the transactions contemplated by the Agreement and Plan of Merger by and among, inter alia, Merck Sharp & Dohme Corp. (formerly Merck & Co., Inc.) and Merck & Co., Inc. (formerly Schering-Plough Corporation)(the "Transaction").
  - (2) Reflects beneficial ownership as of November 3, 2009.
  - (3) Pursuant to the terms of the Issuer's 2006 Stock Incentive Plan, the shares will become payable on December 31, 2011 provided that the reporting person remains continuously employed by the Issuer through that date, or, if sooner, upon the reporting person's involuntary termination of employment other than for cause.

### Remarks:

This Amended Form 4 is being filed to include (1) the settlement in common stock of the Issuer of performance share units the

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.