

YARNO WENDY L  
Form 4  
March 04, 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  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
YARNO WENDY L

(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)

02/29/2008

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Chief Marketing Officer

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<br>(Instr. 3)            | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-----------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock - 401(k)<br>Plan              |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           | 15,386.2333<br>(1)                                                                                                 | I                                                                       | By 401(k)                                                         |
| Common<br>Stock -<br>Dividend<br>Reinvestment |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           | 20,758.0652<br>(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**

SEC 1474  
(9-02)

**displays a currently valid OMB control 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) | Amount or Number of Shares |
|-------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|----------------------------|
| Employee Stock Option 2008/02/29 (right to buy) | \$ 44.3                                                | 02/29/2008                           |                                                    | A                              | 40,000                                                                                  | 02/28/2009 <sup>(3)</sup> 02/28/2018                     | Common Stock                                                | 40,000                     |
| Restricted Stock Units 2008/02/29               | <sup>(4)</sup>                                         | 02/29/2008                           |                                                    | A                              | 7,500                                                                                   | 02/28/2011 02/28/2011                                    | Common Stock                                                | 7,500                      |

## Reporting Owners

| Reporting Owner Name / Address                                                        | Relationships                                         |
|---------------------------------------------------------------------------------------|-------------------------------------------------------|
| YARNO WENDY L<br>ONE MERCK DRIVE<br>P.O. BOX 100<br>WHITEHOUSE STATION, NJ 08889-0100 | Director 10% Owner Officer<br>Chief Marketing Officer |

## Signatures

Debra A. Bollwage as Attorney-in-Fact for Wendy L. Yarno

03/04/2008

                    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) Includes shares acquired and dividends earned through January 2, 2008 in the Merck & Co., Inc. Employee Savings and Security Plan, a 401(k) plan.
- (2) Holdings include shares acquired in dividend reinvestment transactions.
- (3) The option vests in three equal annual installments beginning February 28, 2009.

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(4) 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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