SABATINO THOMAS J JR

Form 4

November 04, 2009

FO	RI	M	4
----	----	---	---

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 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).

(Print or Type Responses)

1. Name and Address of Reporting Person * SABATINO THOMAS J JR

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

Issuer

below)

5. Relationship of Reporting Person(s) to

(Last)

(Middle)

Merck & Co. Inc. [SGP]

(Check all applicable)

SCHERING-PLOUGH CORPORATION, 2000

3. Date of Earliest Transaction

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

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

Executive Vice President

GALLOPING HILL ROAD

4. If Amendment, Date Original

Filed(Month/Day/Year)

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

KENILWORTH, NJ 07033

(City) (Zip) 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

(Month/Day/Year)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V (D) Price Amount

Common Shares

(Instr. 3)

11/03/2009

D 0 73,124 D <u>(1)</u>

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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)

Edgar Filing: SABATINO THOMAS J JR - Form 4

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 Acqui Dispo		6. Date Exer Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option (right to buy)	\$ 19.23	11/03/2009		D		190,000	(2)	05/18/2013	Common Shares	190,0
Option (right to buy)	\$ 17.37	11/03/2009		D		250,000	(2)	04/14/2014	Common Shares	250,0
Option (right to buy)	\$ 31.57	11/03/2009		D		240,000	<u>(2)</u>	04/30/2014	Common Shares	240,0
Option (right to buy)	\$ 20.7	11/03/2009		D		200,000	(2)	04/24/2015	Common Shares	200,0
Option (right to buy)	\$ 18.85	11/03/2009		D		170,000	(2)	04/30/2015	Common Shares	170,0
Option (right to buy)	\$ 22.91	11/03/2009		D		177,000	(2)	04/30/2016	Common Shares	177,0
Phantom Stock Unit	<u>(4)</u>	11/03/2009		D		62,117.06	<u>(5)</u>	<u>(5)</u>	Common Shares	62,117

Reporting Owners

Reporting Owner Name / Address			Relationships	
	Director	10% Owner	Officer	Other

SABATINO THOMAS J JR SCHERING-PLOUGH CORPORATION 2000 GALLOPING HILL ROAD KENILWORTH, NJ 07033

Executive Vice President

Signatures

/s/ Michael Pressman attorney-in-fact for Thomas J. Sabatino, Jr. 11/04/2009

**Signature of Reporting Person Date

Reporting Owners 2

Edgar Filing: SABATINO THOMAS J JR - Form 4

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).
- Pursuant to the agreement and plan of merger ("Merger Agreement") between the Issuer and Merck & Co., Inc., ("Merger") upon closing of the Merger, each common share of the Issuer was converted into 0.5767 shares of Merck & Co., Inc. common stock and \$10.50 in cash.
- The options vested and became exercisable on varying dates pursuant to the terms of the plans under which they were granted. Options
- (2) that had not vested prior to the Merger, vested upon the closing of the Merger or the reporting person's termination of employment thereafter.
- (3) Pursuant to the Merger Agreement, upon closing of the Merger, the option was converted into an option to purchase common shares of Merck & Co., Inc. in accordance with the exchange ratio set for the in the Merger Agreement.
- (4) Each unit of phantom stock is the economic equivalent of one share of common stock.
- In connection with the Merger, each unit of phantom stock was converted into 0.5767 phantom shares of Merck & Co., Inc. common (5) stock and \$10.50 in cash. The cash value of the phantom stock units will be paid to the reporting person in accordance with the reporting person's distribution election under the Issuer's nonqualified deferred compensation plan.

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.