

Deese Willie A
Form 4
November 04, 2009

FORM 4

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

OMB APPROVAL

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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 *
Deese Willie A

2. Issuer Name and Ticker or Trading Symbol
MERCK SHARP & DOHME CORP.
[MRK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE MERCK DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/03/2009

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Exec. V-P and Pres., MMD

WHITEHOUSE
STATION, NJ 08889-0100

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

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

(City) (State) (Zip)

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	11/03/2009		D		41,760.5666	D	\$ 0 (1) 0
Common Stock - 401(k) Plan	11/03/2009		J		570.4009	D	\$ 0 (2) 0

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Restricted Stock Unit	(3)	11/03/2009		D			7,650	03/02/2010(3)	03/02/2010(3)	Common Stock	
Restricted Stock Unit	(3)	11/03/2009		D			11,700	02/28/2011(3)	02/28/2011(3)	Common Stock	
RSU - Leader Shares	(3)	11/03/2009		D			10,000	03/02/2010(3)	03/02/2010(3)	Common Stock	
Stock Option (right to buy)	\$ 47.79	11/03/2009		D			30,000	02/02/2005(4)	02/01/2014	Common Stock	
Stock Option (right to buy)	\$ 48.24	11/03/2009		D			20,000	02/27/2005(4)	02/26/2014	Common Stock	
Stock Option (right to buy)	\$ 31.84	11/03/2009		D			13,334	02/25/2006(4)	02/24/2015	Common Stock	
Stock Option (right to buy)	\$ 35.09	11/03/2009		D			40,800	03/03/2007(4)	03/02/2016	Common Stock	
Stock Option (right to buy)	\$ 44.19	11/03/2009		D			40,800	03/02/2008(4)	03/01/2017	Common Stock	
Stock Option (right to buy)	\$ 44.3	11/03/2009		D			62,400	02/28/2009(4)	02/28/2018	Common Stock	
	\$ 23.45	11/03/2009		D			127,400	04/24/2010(4)	04/23/2019		

