

AMBROSE ADELE D  
Form 4  
November 04, 2009

**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 \*  
AMBROSE ADELE D

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)  
  
MERCK & CO., INC., 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)  
V-P & Chief Com. Officer

WHITEHOUSE  
STATION, NJ 08889

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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        | Am or Nu of 3 |
| Restricted Stock Unit                      | <u>1</u>   | 11/03/2009                           |  | D                              |   | 3,000  |     | 02/01/2011 <sup>(1)</sup>                                   | 02/01/2011 <sup>(1)</sup> | Common Stock | 3             |
| RSU - Leader Shares                        | <u>1</u>   | 11/03/2009                           |  | D                              |   | 1,000  |     | 05/01/2011 <sup>(1)</sup>                                   | 05/01/2011 <sup>(1)</sup> | Common Stock | 1             |
| RSU - Leader Shares                        | <u>1</u>   | 11/03/2009                           |  | D                              |   | 9,000  |     | 04/24/2012 <sup>(1)</sup>                                   | 04/24/2012 <sup>(1)</sup> | Common Stock | 9             |
| Stock Option (right to buy)                | \$ 45.98   | 11/03/2009                           |  | D                              |   | 15,000   |     | 02/01/2009 <sup>(2)</sup>                                   | 01/31/2018                | Common Stock | 15            |
| Stock Option (right to buy)                | \$ 44.3  | 11/03/2009                           |  | D                              |   | 8,400  |     | 02/28/2009 <sup>(2)</sup>                                   | 02/28/2018                | Common Stock | 8             |
| Stock Option (right to buy)                | \$ 23.45   | 11/03/2009                           |  | D                              |   | 14,000   |     | 04/24/2010 <sup>(2)</sup>                                   | 04/23/2019                | Common Stock | 14            |

Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| AMBROSE ADELE D<br>MERCK & CO., INC., ONE MERCK DRIVE<br>WHITEHOUSE STATION, NJ 08889 |               |           | V-P & Chief Com. Officer |       |

Signatures

Debra A. Bollwage as Attorney-in-Fact for Adele D. Ambrose

11/04/2009

\*\*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).

Each restricted stock unit represents a contingent right to receive one share of Old Merck common stock and was (i) assumed by the

- (1) Surviving Corporation in the Transactions and (ii) converted into a restricted stock unit representing a contingent right to receive one share of Surviving Corporation Common Stock on the same vesting schedule as applied prior to the Transactions.

This option to purchase shares of Old Merck common stock, which vesting in three equal annual installments beginning one year from date of grant, was assumed by the Surviving Corporation in the Transactions and continued on the same terms and conditions as an option

- (2) to purchase an equivalent number of shares of Surviving Corporation Common Stock at the same exercise price as applied prior to the Transactions.

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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