

Bowles Richard S III
 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 *
 Bowles Richard S III

(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)
 Ex.VP&ChiefComp.Off.

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 or Price | | |
| Common Stock | 11/03/2009 | | A | | 10,614 ⁽¹⁾ | A | \$ 0 60,469 ⁽²⁾ D |
| Common Stock | 11/03/2009 | | A | | 9,100 ⁽³⁾ | A | \$ 0 69,569 ⁽²⁾ D |

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

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SEC 1474 (9-02)

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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 Following Transaction (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------------------------------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------------------|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bowles Richard S III ONE MERCK DRIVE P.O. BOX 100 WHITEHOUSE STATION, NJ 08889-0100 | | | Ex. VP&ChiefComp.Off. | |

Signatures

Debra A. Bollwage as Attorney-in-Fact for Richard S. Bowles, III 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

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