

Bowles Richard S III
 Form 4
 February 24, 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

2. Issuer Name and Ticker or Trading Symbol
 Merck & Co. Inc. [(MRK)]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 ONE MERCK DRIVE, P.O. BOX 100

3. Date of Earliest Transaction (Month/Day/Year)
 02/24/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Ex.VP&ChiefComp.Off.

(Street)

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

WHITEHOUSE STATION, NJ 08889-0100

(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 | 02/24/2010 | | M | | 54,755 | A | \$ 19.95 |
| Common Stock | 02/24/2010 | | S | | 54,755 | D | \$ 37 |
| Common Stock | 02/24/2010 | | M | | 25,000 | A | \$ 22.69 |
| Common Stock | 02/24/2010 | | S | | 25,000 | D | \$ 37 |
| Common Stock | | | | | 252 | I | As Custodian |

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Common
 Stock - 3,377.3284 I By 401(k)
 401(k) (1)
 Plan

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

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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) | Amount or Number of Shares | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option 2004/02/23 (right to buy) | \$ 19.95 | 02/24/2010 | | M | 54,755 | 02/23/2005 02/22/2014 | | Common Stock | 54,755 |
| Employee Stock Option 2005/04/25 (right to buy) | \$ 22.69 | 02/24/2010 | | M | 25,000 | 04/25/2006 04/24/2015 | | Common Stock | 25,000 |

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

02/24/2010

__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) Includes shares acquired and dividends earned through October 1, 2009 in the Merck & Co., Inc. Employee Savings and Security Plan, a 401(k) Plan.

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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