

MERCK & CO INC  
Form 4  
February 27, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
FRAZIER KENNETH C

(Last) (First) (Middle)

ONE MERCK DRIVE

(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)  
02/25/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
Exec.V-P & Pres., Global HH

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 Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                      |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock - Dividend Reinvestment | 02/25/2008                           |  | M                              |   | 7,083   | A  | \$ 0  |
| Common Stock - Dividend Reinvestment | 02/25/2008                           |  | F                              |   | 2,091   | D  | \$ 46.07  |
| Common Stock - Dividend              | 02/25/2008                           |  | M                              |   | 44,000  | A  | \$ 0  |
|                                      |                                      |  |                                |   |   |  | 7,083   |
|                                      |                                      |  |                                |   |   |  | 4,992 <sup>(1)</sup>                                  |
|                                      |                                      |  |                                |   |   |  | 48,992  |

Reinvestment

|                                      |            |   |        |   |          |                           |   |           |
|--------------------------------------|------------|---|--------|---|----------|---------------------------|---|-----------|
| Common Stock - Dividend Reinvestment | 02/25/2008 | F | 16,024 | D | \$ 46.07 | 32,968 <sup>(1)</sup>     | D |           |
| Common Stock                         |            |   |        |   |          | 39,567.0591               | D |           |
| Common Stock - 401(k) Plan           |            |   |        |   |          | 1,947.4931 <sup>(2)</sup> | I | By 401(k) |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**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) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   | Amount or Number of Shares |
| Restricted Stock Units 2005/02/25          | <sup>(3)</sup>   | 02/25/2008                           |  | M                              | 7,083   | 02/25/2008 02/25/2008                                    | Common Stock  | 7,083                      |
| RSU - Leader Shares 2005/02/25             | <sup>(3)</sup>   | 02/25/2008                           |  | M                              | 44,000  | 02/25/2008 02/25/2008                                    | Common Stock  | 44,000                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| FRAZIER KENNETH C<br>ONE MERCK DRIVE<br>WHITEHOUSE STATION, NJ 08889-0100 | Exec.V-P & Pres., Global HH      |

## Signatures

Debra A. Bollwage as Attorney-in-Fact for Kenneth C.  
Frazier

02/27/2008

\_\_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) Holdings include shares acquired in dividend reinvestment transactions.
- (2) Includes shares acquired and dividends earned through January 2, 2008 in the Merck & Co., Inc. Employee Savings and Security Plan, a 401(k) plan.
- (3) Each restricted stock unit represents a contingent right to receive one share of Merck & Co., Inc. common stock.

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.