

2008 FORM 10-K

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549

FORM 10-K

(MARK ONE)

**Annual Report Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

For the Fiscal Year Ended December 31, 2008

or

**Transition Report Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

For the transition period from _____ to _____

Commission File No. 1-3305

Merck & Co., Inc.

One Merck Drive

Whitehouse Station, N. J. 08889-0100

(908) 423-1000

Incorporated in New Jersey

I.R.S. Employer

Identification No. 22-1109110

Securities Registered pursuant to Section 12(b) of the Act:

Title of Each Class

Common Stock
(\$0.01 par value)

Name of Each Exchange
on which Registered

New York Stock Exchange

Number of shares of Common Stock (\$0.01 par value) outstanding as of January 30, 2009: 2,107,712,364.

Aggregate market value of Common Stock (\$0.01 par value) held by non-affiliates on June 30, 2008 based on closing price on June 30, 2008: \$80,729,000,000.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. **Yes** **No**

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. **Yes** **No**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. **Yes** **No**

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check One):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). **Yes** **No**

Documents Incorporated by Reference:

Document

Part of Form 10-K

Proxy Statement for the Annual Meeting of
Stockholders to be held April 28, 2009, to be filed with

Part III

Table of Contents

	<u>Page</u>
Part I	
Item 1. Business	2
Item 1A. Risk Factors	18
Cautionary Factors that May Affect Future Results	26
Item 1B. Unresolved Staff Comments	27
Item 2. Properties	27
Item 3. Legal Proceedings	27
Item 4. Submission of Matters to a Vote of Security Holders	42
Executive Officers of the Registrant	42
Part II	
Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	45
Item 6. Selected Financial Data	49
Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations	50
Item 7A. Quantitative and Qualitative Disclosures About Market Risk	85
Item 8. Financial Statements and Supplementary Data	86
(a) Financial Statements	86
Notes to Consolidated Financial Statements	89
Report of Independent Registered Public Accounting Firm	141
(b) Supplementary Data	142
Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	143
Item 9A. Controls and Procedures	143
Management’s Report	143
Item 9B. Other Information	144
Part III	
Item 10. Directors, Executive Officers and Corporate Governance	144
Item 11. Executive Compensation	145
Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	145
Item 13. Certain Relationships and Related Transactions, and Director Independence	145
Item 14. Principal Accountant Fees and Services	145
Part IV	
Item 15. Exhibits and Financial Statement Schedules	146
Signatures	161
Consent of Independent Registered Public Accounting Firm	162
Independent Auditors’ Consent	163

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