

MERCK & CO INC
Form 11-K
June 20, 2007

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 11-K
ANNUAL REPORT
Pursuant to Section 15(d) of the
Securities Exchange Act of 1934**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the fiscal year ended December 31, 2006

OR

**TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the transition period from _____ to _____

Commission File Number: 1-3305

Employer Identification Number: 22-1109110

Plan Number: 004

MERCK & CO., INC. EMPLOYEE STOCK PURCHASE AND SAVINGS PLAN

(Full title of the plan)

MERCK & CO., INC.

(Name of issuer of the securities held pursuant to the plan)

One Merck Drive

P.O. Box 100

Whitehouse Station, New Jersey 08889-0100

(Address of principal executive office)

Merck & Co., Inc.
Employee Stock Purchase and Savings Plan
Employer Identification Number: 22-1109110
Plan Number: 004
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* Other schedules required by Section 2520.103-10 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 are omitted because they are not applicable.

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Report of Independent Registered Public Accounting Firm

To the Participants and Administrator of
Merck & Co., Inc. Employee Stock Purchase and Savings Plan

In our opinion, the accompanying statements of net assets available for benefits and the related statement of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of Merck & Co., Inc. Employee Stock Purchase and Savings Plan (the Plan) at December 31, 2006 and 2005, and the changes in net assets available for benefits for the year ended December 31, 2006 in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan s management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedule of Assets (Held at End of Year) as of December 31, 2006, is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan s management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ PricewaterhouseCoopers LLP

Florham Park, New Jersey

June 18, 2007

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Employee Stock Purchase and Savings Plan
Statements of Net Assets Available for Benefits**

	December 31,	
	2006	2005
Assets		
Investments		
Investment in the Master Trust	\$ 320,579,943	\$ 276,754,557
Participant loans	10,177,608	10,482,364
Total investments	330,757,551	287,236,921
Receivables		
Employer contribution	259,072	136,054
Participant contribution	753,301	391,704
Accrued interest and dividends	1,047,272	1,126,030
Total receivables	2,059,645	1,653,788
Net assets available for benefits	\$ 332,817,196	\$ 288,890,709

The accompanying notes are an integral part of these financial statements.

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Merck & Co., Inc.
Employee Stock Purchase and Savings Plan
Statement of Changes in Net Assets Available for Benefits

	Year Ended December 31, 2006
Additions to net assets attributed to	
Investment gain from the Master Trust	
Net appreciation in fair value of investments	\$ 46,279,411
Interest and dividends	13,543,090
Net investment gain	59,822,501
Contributions to the Plan	
By participants	20,685,716
By employer	6,848,939
Total contributions	27,534,655
Transfers in	135,230
Total additions	87,492,386
Deductions from net assets attributed to	
Benefits paid to participants	(41,472,920)
Transfers out	(2,092,979)
Total deductions	(43,565,899)
Net increase	43,926,487
Net assets available for benefits	
Beginning of year	288,890,709
End of year	\$ 332,817,196

The accompanying notes are an integral part of these financial statements.

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Merck & Co., Inc.

Employee Stock Purchase and Savings Plan

Notes to Financial Statements

1. Description of Plan

The following description of the Merck & Co., Inc. Employee Stock Purchase and Savings Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan s provisions.

General

The Plan was designed to provide an easy, economical way for employees to become stockholders of Merck & Co., Inc. (the Company or Merck) as well as a systematic means of saving and investing for the future. Generally, any regular full-time, part-time, or temporary employee of the Company who is a U.S. resident covered by a collective bargaining agreement providing for participation in this Plan as defined by the Plan document, is eligible to participate in the Plan on or after the first day of the third month following commencement of employment.

The Plan is administered by a management committee appointed by the Company s Chief Executive Officer or Compensation and Benefits Committee of its Board of Directors.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Master Trust

The assets of the Plan are maintained, for investment purposes only, on a commingled basis with the assets of the Merck & Co., Inc. Employee Savings & Security Plan in the Merck & Co., Inc. Employee Savings & Security Plan and the Merck & Co., Inc. Employee Stock Purchase & Savings Plan Trust (the Master Trust). The plans do not own specific Master Trust assets but rather maintain individual beneficial interests in such assets. The portion of fund assets allocable to each plan is based upon the participants account balance within each plan. Investment income for each fund is allocated to each plan based on the relationship of each plan s beneficial interest in the fund to the total beneficial interest of all plans in the fund.

Contributions

Depending on the terms of the applicable collective bargaining agreements, employees earning less than \$90,000 may contribute a maximum of 25% of base pay. Employees earning \$90,000 or more are limited to maximum contributions of 15% of base pay. However, pre-tax contributions cannot exceed the statutory limit for pre-tax deferrals (\$15,000 in 2006). In addition, the Company will match 60% or 65% of an employee s contributions up to a maximum of 6% of base pay per pay period as negotiated with each bargaining group. Company matching contributions are invested according to a participant s elections.

Age 50 and above In addition, the Plan permits unmatched pre-tax catch-up contributions of up to \$5,000 in 2006 by participants who are at least age 50 by year end.

Participants direct the investment of their contributions into any fund investment option available under the Plan, including the Merck Common Stock Fund. During 2006, the Plan offered 16 mutual funds, a commingled fund, a separately managed fund and the Merck Common Stock Fund.

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Merck & Co., Inc.

Employee Stock Purchase and Savings Plan

Notes to Financial Statements

Participant Accounts

Each participant's account is credited with the participant's contribution, the Company's matching contribution and an allocation of Plan earnings. The allocation is based on participants' account balances, as defined in the Plan document.

Vesting

Participants are immediately vested in their contributions, all Company matching contributions, plus actual earnings thereon.

Participant Loans

Participants may borrow from their account balances with interest charged at the prime rate plus 1%. Loan terms range from one to five years for a short term loan or up to thirty years for the purchase of a primary residence. The minimum loan is \$500 and the maximum loan is the lesser of (i) \$50,000 less the highest outstanding loan balance(s) during the one year period prior to the new loan application date, or (ii) 50% of the participant's account balance less any current outstanding loan balance and defaulted loan amounts.

Payment of Benefits

In-service (which include hardship withdrawals) and termination distributions are made throughout the year in accordance with applicable Plan provisions.

Other Matters

Transfers in and out during 2006 primarily relate to transfers between the Plan and the Merck & Co., Inc. Employee Savings & Security Plan for employees who changed their status during the year.

2. Summary of Accounting Policies

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Management believes that these estimates are adequate. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Valuation of investments of the Plan represents the Plan's allocable portion of the Master Trust. Quoted market prices are used to value investments. Shares of mutual funds are valued at the net asset value of shares held by the Master Trust at year end. For the commingled and separately managed funds within the Master Trust, the investment units are based on the current market values of the underlying assets of the fund. Participant loans are valued at their outstanding balances.

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Merck & Co., Inc.

Employee Stock Purchase and Savings Plan

Notes to Financial Statements

Purchases and sales of securities are recorded on a trade-date basis. Dividend income is recorded on the ex-dividend date.

Contributions

Employee and Company matching contributions are recorded in the period in which the Company makes the payroll deductions from the participants' earnings.

Payment of Benefits

Benefits are recorded when paid.

Expenses

The Plan's administrative expenses are paid by the Company.

Risks and Uncertainties

The Plan provides for various investment options in investment securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

3. Related-Party Transactions

Certain Plan investments are shares of mutual funds managed by Fidelity Management Trust Company (Fidelity). Fidelity is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. The total market value of investments in the mutual funds managed by Fidelity was \$75,286,049 and \$66,683,570 at December 31, 2006 and December 31, 2005, respectively.

Merck & Co., Inc. also is a party-in-interest to the Plan under the definition provided in Section 3(14) of ERISA. Therefore, Merck Common Stock Fund transactions qualify as party-in-interest transactions. The market value of investments in the Merck Common Stock Fund was \$120,823,258 and \$93,102,649 at December 31, 2006 and December 31, 2005, respectively.

4. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. Upon termination of the Plan, each participant thereby affected would receive the entire value of his or her account as though he or she had retired as of the date of such termination.

5. Tax Status

The Plan obtained a tax determination letter from the Internal Revenue Service dated August 20, 2003 indicating that it had been designed in accordance with applicable sections of the Internal

Table of Contents**Merck & Co., Inc.****Employee Stock Purchase and Savings Plan****Notes to Financial Statements**

Revenue Code (IRC). However, the Plan has been amended since the receipt of the determination letter. The Plan sponsor and legal counsel believe that the Plan is designed and currently operates in compliance with the IRC.

Therefore, no provision for income taxes has been made.

6. Master Trust

The Plan had an approximate 8% and 9% interest in the Master Trust at December 31, 2006 and December 31, 2005 respectively. The net assets of the Master Trust are as follows:

	December 31,	
	2006	2005
Mutual Funds	\$ 2,244,486,627	\$ 2,043,270,222
Commingled and Separately Managed Funds	749,397,294	536,679,881
Merck Common Stock Fund	922,164,315	680,857,190
Accrued interest and dividends	7,989,452	8,144,971
	\$ 3,924,037,688	\$ 3,268,952,264

Total investment income of the Master Trust for the year ended December 31, 2006 is as follows:

	Year Ended December 31, 2006
Investment income, net	
Interest and dividends	\$ 150,532,642
Net appreciation in Mutual Funds	131,696,678
Net appreciation in Commingled and Separately Managed Funds	80,925,360
Net appreciation in Merck Common Stock Fund	247,982,701
Total investment income	\$ 611,137,381

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Employee Stock Purchase and Savings Plan**

Line 4i Schedule of Assets (Held at End of Year)	Schedule H
December 31, 2006	EIN: 22-1109110
	Plan No.: 004

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Master Trust	Investment in Master Trust		\$ 320,579,943
*	Participant Loans	Interest rates ranging from 5% to 12% and with maturities through 2036		10,177,608
		Total		\$ 330,757,551

* Denotes a party-in-interest to the Plan.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the undersigned plan administrator has duly caused this annual report to be signed on behalf of the Merck & Co., Inc. Employee Stock Purchase and Savings Plan by the undersigned hereunto duly authorized.

Merck & Co., Inc. Employee Stock Purchase and
Savings Plan

By: /s/ Mark E. McDonough
Mark E. McDonough
Vice President and Treasurer

June 20, 2007

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EXHIBIT INDEX

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