Rohrbacker Leslie C Form 4/A March 02, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

Common

Stock

02/22/2010

(Print or Type Responses)

1. Name and	Address of Reporting	Person * 2. Issue	2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to				
Rohrbacke	r Leslie C					Issuer				
		MEDIC	DICINES CO /DE [MDCO]		(Chec	k all applicable	plicable)			
(Last)	(First)	(Middle) 3. Date o	f Earliest T	ransaction						
8 SYLVA	N WAY	` `	(Month/Day/Year) 02/22/2010			e title 07the				
					below) VP, Chief	Human Strategy	Offic			
	(Street)	4. If Ame	endment, D	ate Original	6. Individual or Joint/Group Filing(Check					
		`	Filed(Month/Day/Year) 02/22/2010			Applicable Line) _X_ Form filed by One Reporting Person				
PARSIPP	ANY, NJ 07054	·			Form filed by M Person	More than One Rep	porting			
(City)	(State)	(Zip) Tab	le I - Non-I	Derivative Securities Acq	quired, Disposed of	f, or Beneficiall	y Owned			
1.Title of	2. Transaction Dat	e 2A. Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of			
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)		Securities	Ownership	Indirect			
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form: Direct	Beneficial			
		(Month/Day/Year)	(Instr. 8)		Owned	(D) or	Ownership			
					Following	Indirect (I)	(Instr. 4)			

Code V Amount

S

345 (1)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Reported

9,343

Transaction(s) (Instr. 3 and 4) (Instr. 4)

D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(A)

(D)

D

Price

7.4038

\$

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title a Amount of Underlying Securities (Instr. 3 a	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Rohrbacker Leslie C 8 SYLVAN WAY PARSIPPANY, NJ 07054

VP, Chief Human Strategy Offic

Signatures

/s/Leslie R.

Rohrbacker 03/02/2010

**Signature of Reporting 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).
- The initial filing mistakenly showed the date, average weighted price and number of shares sold as of the vesting date. The filing should have reported the average weighted price and number of shares sold on the date the number of shares to cover the vesting taxes were actually sold, February 22, 2010. The number of shares sold on February 22, 2010 was 345 shares at the actual weighted average price of \$7.4038.
- The range of prices for the transactions reported on this line is between \$7.33 and \$7.47 per share. The price reported above reflects the weighted average sales price. The undersigned undertakes, upon request by the Commission staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

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.

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