

SCHERING PLOUGH CORP

Form 8-A12B

August 09, 2007

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-A  
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
SCHERING-PLOUGH CORPORATION**

(Exact name of registrant as specified in its charter)

New Jersey

22-1918501

(State of incorporation or organization)

(I.R.S. Employer Identification No.)

2000 Galloping Hill Road, Kenilworth, NJ

07033

(Address of principal executive offices)

(Zip Code)

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

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-145055

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of class)

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Item 1. Description of Registrant's Securities to be Registered.

Item 2. Exhibits.

SIGNATURE

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EX-4: FORM OF CERTIFICATE OF AMENDMENT

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**Item 1. Description of Registrant's Securities to be Registered.**

Schering-Plough Corporation registers hereunder its % Mandatory Convertible Preferred Stock. The description of the % Mandatory Convertible Preferred Stock under the caption Description of Mandatory Convertible Preferred Stock in the Preliminary Prospectus Supplement dated August 2, 2007 and filed with the SEC on August 2, 2007 and the general description of Schering-Plough's preferred shares under the caption Description of Capital Stock Preferred Shares in the Prospectus contained in Schering-Plough's effective Registration Statement on Form S-3 (Registration No. 333-145055), which was filed with the SEC and became automatically effective on August 2, 2007, are each incorporated herein by reference. The description of the % Mandatory Convertible Preferred Stock under the caption Description of Mandatory Convertible Preferred Stock in the final prospectus supplement to be filed under Rule 424(b) under the Securities Act of 1933, as amended, shall be deemed to be incorporated herein by reference. Schering-Plough Corporation intends to list these shares on the New York Stock Exchange under the symbol SGP PrB.

**Item 2. Exhibits.**

- 3.1 Certificate of Incorporation of Schering-Plough Corporation, as amended and restated and currently in effect (incorporated by reference to Exhibit 3.1 to Schering-Plough's Form 8-K filed with the SEC on July 11, 2007).
  - 3.2 By-Laws, as amended and restated and currently in effect (incorporated by reference to Exhibit 3.2 to Schering-Plough's Form 8-K filed with the SEC on June 28, 2007).
  - 4 Form of Certificate of Amendment to Schering-Plough Corporation's Certificate of Incorporation relating to the % Mandatory Convertible Preferred Stock.
  - 99(A) Preliminary Prospectus Supplement relating to the % Mandatory Convertible Preferred Stock, dated August 2, 2007, incorporated herein by reference to Schering-Plough's filing under Rule 424(b)(3) with the SEC on August 2, 2007 (Registration No. 333-145055).
  - 99(B) Registration Statement on Form S-3 (Registration No. 333-145055) filed with the SEC and automatically effective on August 2, 2007, incorporated herein by reference.
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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, Schering-Plough has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: August 9, 2007

**SCHERING-PLOUGH CORPORATION**

**By:** /s/ Susan Ellen Wolf

**Name:** Susan Ellen Wolf

**Title:** Corporate Secretary, Vice President  
Corporate Governance and Associate General  
Counsel

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**EXHIBIT INDEX**

**EXHIBIT NO. DESCRIPTION OF EXHIBIT**

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