File No. 333-109802 PRICING SUPPLEMENT Rule 424(b)(3)

(To Prospectus Supplement and Prospectus dated

November 26, 2003)

Pricing Supplement Number: 2354

Merrill Lynch & Co., Inc. Medium-Term Notes, Series C Due Nine Months or More from Date of Issue

Floating Rate Notes

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\$220,000,000 Principal Amount:

January 29, 2004

CUSIP Number: 59018YSR3

January 31, 2005

100% Issue Price:

Interest Calculation: - -----

x Regular Floating Rate Note Inverse Floating Rate Note (Fixed Interest Rate):

Interest Rate Basis:

T.TBOR

CMT Rate x Prime Rate

Federal Funds Rate Treasury Rate

Designated CMT Page:

CMT Moneyline Telerate Page:

Index Maturity: N/A

Not Applicable

-2.9500% Spread:

Not Applicable

Initial Interest Rate:

Not Applicable

Date was an Interest Reset Date

Calculated as if the Original Issue

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Each Business Day commencing on January 30, 2004 to but excluding the Interest Reset Dates: Stated Maturity Date, subject to the following Business Day convention.

Quarterly, on the last business day of April, July, October, and January, Interest Payment Dates: commencing on April 30, 2004, subject to modified following Business Day

convention.

Repayment at the Option of the Holder:

The Notes cannot be repaid prior to the Stated Maturity Date.

Redemption at the

The Notes cannot be redeemed prior to the Stated Maturity Date. Option of the Company:

The Notes are being issued in fully registered book-entry form. Form:

Trustee: JPMorgan Chase Bank

Underwriters: Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPF&S"), BNP Paribas Securities

Corp.

and HSBC Securities (USA) Inc. (the "Underwriters"), are acting as principals in this

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Original Issue Date:

Stated Maturity Date:

Day Count Convention:

Actual/Actual

Commercial Paper Rate

Other (see attached)

Eleventh District Cost of Funds Rate

LIBOR Moneyline Telerate Page: 3750 LIBOR Reuters Page:

x Actual/360 30/360

CD Rate

Designated LIBOR Page:

Minimum Interest Rate:

Maximum Interest Rate:

Spread Multiplier:

transaction. MLPF&S is acting as the Lead Underwriter.

Pursuant to an agreement, dated January 26, 2004 (the "Agreement"), between Merrill Lynch & Co., Inc.

(the "Company") and the Underwriters, the Company has agreed to sell to each of the Underwriters and

amount of

each of the Underwriters has severally and not jointly agreed to purchase the principal

Notes set forth opposite its name below:

Underwriters Principal Amount of the Notes

Merrill Lynch, Pierce, Fenner & Smith \$215,600,000

Incorporated

BNP Paribas Securities Corp. \$2,200,000 HSBC Secuurities (USA) Inc. \$2,200,000

Total \$220,000,000

conditions and

the Underwriters are committed to take and pay for all of the Notes, if any are taken. The Underwriters have advised the Company that they propose initially to offer all or Notes directly to the public at the Issue Price listed above. After the initial public

Pursuant to the Agreement, the obligations of the Underwriters are subject to certain

part of the

offering, the

Issue Price may be changed.

including

The Company has agreed to indemnify the Underwriters against certain liabilities,

liabilities under the Securities Act of 1933, as amended.

Underwriting Discount:

0.050%

Dated: </TABLE> January 26, 2004