- -----(To Prospectus Supplement and Prospectus dated February 25, 2005) Pricing Supplement Number: 2454

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

## Floating Rate Notes

<TABLE> <CAPTION>

PRICING SUPPLEMENT

<S> <C> <C> <C> \$700,000,000 Principal Amount: Original Issue Date: July 6, 2005 CUSIP Number: 59018YVQ1 Stated Maturity Date: July 7, 2008 Issue Price: 100% Interest Calculation: Dav Count Convention: \_\_\_\_\_ [X] Regular Floating Rate Note [X] Actual/360 [ ] 30/360 [\_] Inverse Floating Rate Note (Fixed Interest Rate): [ ] Actual/Actual Interest Rate Basis: \_\_\_\_\_ [] LIBOR [ ] Commercial Paper Rate [ ] CMT Rate [\_] Eleventh District Cost of Funds Rate [ ] Prime Rate [\_] CD Rate [X] Federal Funds Open Rate [] Other (see attached) [ ] Treasury Rate Designated CMT Page: Designated LIBOR Page: CMT Telerate Page: LIBOR Telerate Page: CMT Reuters Page: LIBOR Reuters Page: Index Maturity: Minimum Interest Rate: Not Applicable One Day Plus 0.21% Spread: Maximum Interest Rate: Not Applicable Initial Interest Rate: Calculated as if the Original Spread Multiplier: Not Applicable Issue Date was an Interest Reset Date Interest Reset Dates: Each Business Day, commencing July 7, 2005 to but excluding the Stated Maturity Date, subject to the following Business Day convention. Quarterly, on the 7th of January, April, July and October commencing Interest Payment Dates: October 7, 2005, subject to the following Business Day convention. Fed Funds Open Rate: The rate for an Interest Reset Date shall be the rate set forth on Telerate Page 5 for that day underneath the caption "FEDERAL FUNDS" in the row titled "OPEN". If the rate is not available for an Interest Reset Date, the rate for that Interest Reset Date shall be the Federal Funds Effective rate as published in the H.15 Daily Update. Repayment at the Option of the Holder: The Notes cannot be repaid prior to the Stated Maturity Date. Redemption at the Option of the Company: The Notes cannot be redeemed prior to the Stated Maturity Date. Form: The Notes are being issued in fully registered book-entry form. Trustee: JPMorgan Chase Bank, N.A. Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPF&S"), Morgan Keegan & Underwriters: Company, Inc. and Ramirez & Co., Inc. (the "Underwriters"), are acting as principals in this transaction. MLPF&S is acting as the Lead Underwriter. Pursuant to an agreement, dated June 29, 2005 (the "Agreement"), between Merrill Lvnch & Co., Inc. (the "Company") and the Underwriters, the Company has agreed to sell to each

of the

File No. 333-122639 Rule 424(b)(3)

purchase	Underwriters and each of the Underwriters has severally and not jointly agreed to		
	the principal amount of Notes set forth opposite its name below:		
	Underwriters	Principal Amount of the Notes	
	Merrill Lynch, Pierce, Fenner & Smith Incorporated		\$686,000,000
	Morgan Keegan & Company, Inc. Ramirez & Co., Inc.		\$7,000,000 \$7,000,000
	Total		\$700,000,000
certain	Pursuant to the Agreement, the obligations of the Underwriters are subject to		
Notes, if any	conditions and the Underwriters are committed to take and pay for all of the		
	are taken.		
all or part initial public	The Underwriters have advised the Company that they propose initially to offer		
	of the Notes directly to the public at the Issue Price listed above. After 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:	0.25%		
Dated: 			

 June 29, 2005 | |