

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 30, 1997

Merrill Lynch & Co., Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware	1-7182	13-2740599
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
World Financial Center, North Tower, New York, New York		10281-1332
(Address of Principal Executive Offices)		(Zip Code)
Registrant's telephone number, including area code :	(212) 449-1000	

(Former Name or Former Address, if Changed Since Last Report.)

ITEM 5. OTHER EVENTS

Filed herewith is the computation of per common share earnings (Exhibit 11), which has been restated for the past five years and for the three months ended March 29, 1996 and March 28, 1997 to give effect to the two-for-one common stock split (as if such stock split had occurred at the beginning of the periods covered), effected in the form of a 100% stock dividend declared by the Corporation's Board of Directors on April 15, 1997 and paid on May 30, 1997. Also filed herein is a schedule of other common share data restated to give effect to the two-for-one common stock split mentioned above (as if such stock split had occurred at the beginning of the periods covered) for the past five years and the three months ended March 29, 1996 and March 28, 1997.

ITEM 7. FINANCIAL STATEMENTS, "PRO FORMA" FINANCIAL INFORMATION AND EXHIBITS

(c) Exhibits

(11) Statement re: computation of per common share earnings

(99) Additional Exhibits

(i) Other common share data

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

MERRILL LYNCH & CO., INC.

(Registrant)

By: /s/ Joseph T. Willett

Joseph T. Willett
Senior Vice President
Chief Financial Officer

Date: May 30, 1997

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EXHIBIT INDEX

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Exhibit 11

MERRILL LYNCH & CO., INC. AND SUBSIDIARIES
COMPUTATION OF EARNINGS PER COMMON SHARE
(In Millions, Except Per Share Amounts)

THE THREE MONTHS		YEAR ENDED LAST FRIDAY IN DECEMBER					FOR
ENDED							MARCH
29,	MARCH 28,	1992	1993	1994	1995	1996	1996
-----		-----					-----
-----		(52 WEEKS)	(53 WEEKS)	(52 WEEKS)	(52 WEEKS)	(52 WEEKS)	-----
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
EARNINGS							
Earnings before cumulative effect of changes in accounting principles....							
410	\$ 465	\$ 952	\$ 1,394	\$ 1,017	\$ 1,114	\$ 1,619	\$
Cumulative effect of changes in accounting principles.....							
-	--	(58)	(35)	--	--	--	-

Net earnings.....							
410	465	894	1,359	1,017	1,114	1,619	
Preferred stock dividends.....							
(12)	(10)	(7)	(5)	(13)	(48)	(47)	

Net earnings applicable to common stockholders.....							
398	\$ 455	\$ 887	\$ 1,354	\$ 1,004	\$ 1,066	\$ 1,572	\$

PRIMARY WEIGHTED AVERAGE SHARES							
Common stock.....							
345.6	331.2	415.5	418.6	391.3	353.1	337.8	
Assuming issuance of shares relating to employee incentive plans.....							
46.9	57.9	37.3	34.1	31.2	38.9	45.9	

Total shares.....							
392.5	389.1	452.8	452.7	422.5	392.0	383.7	

PRIMARY EARNINGS PER SHARE							
Earnings before cumulative effect of changes in accounting principles....							
1.01	\$ 1.17	\$ 2.09	\$ 3.07	\$ 2.38	\$ 2.72	\$ 4.10	\$
Cumulative effect of changes in accounting principles.....							
-	--	(.13)	(.08)	--	--	--	-

Net earnings.....							
1.01	\$ 1.17	\$ 1.96	\$ 2.99	\$ 2.38	\$ 2.72	\$ 4.10	\$

FULLY DILUTED WEIGHTED AVERAGE SHARES							
Common stock.....							
345.6	331.2	415.5	418.6	391.3	353.1	337.8	
Assuming issuance of shares relating to employee incentive plans.....							
46.9	57.9	38.2	36.4	32.1	40.2	52.6	

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Total shares.....	453.7	455.0	423.4	393.3	390.4		
392.5 389.1							
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FULLY DILUTED EARNINGS PER SHARE							
Earnings before cumulative effect of							
changes in accounting principles....	\$ 2.09	\$ 3.06	\$ 2.37	\$ 2.71	\$ 4.03	\$	
1.01 \$ 1.17							
Cumulative effect of changes in							
accounting principles.....	(.13)	(.08)	--	--	--		-
- --							
---	-----	-----	-----	-----	-----	-----	-----
Net earnings.....	\$ 1.96	\$ 2.98	\$ 2.37	\$ 2.71	\$ 4.03	\$	
1.01 \$ 1.17							
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</TABLE>							

Notes: All share and per share amounts have been restated for the two-for-one common stock split, effected in the form of a 100% stock dividend, declared by the Board of Directors on April 15, 1997 and paid on May 30, 1997.

Primary and fully diluted earnings per share are based on actual numbers before rounding.

<TABLE>
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MERRILL LYNCH & CO., INC. AND SUBSIDIARIES

EXHIBIT 99(i)

THREE MONTHS ENDED ----- MARCH 28, 1997 -----	OTHER COMMON SHARE DATA (A) (In Thousands, Except Per Share Amounts)					FOR THE
	YEAR ENDED LAST FRIDAY IN DECEMBER					----- MARCH 29, 1996 -----
	1992	1993	1994	1995	1996	1996
	(52 WEEKS)	(53 WEEKS)	(52 WEEKS)	(52 WEEKS)	(52 WEEKS)	
<S> <C>	<C>	<C>	<C>	<C>	<C>	<C>
Book Value.....	\$ 10.69	\$ 13.09	\$ 14.43	\$ 16.20	\$ 19.19	\$ 16.69
\$ 19.71						
Dividends Paid.....	\$.2875	\$.35	\$.445	\$.505	\$.58	\$.13
\$.15						
Shares Outstanding at Period End (B)..	414,405	407,979	362,958	342,777	328,172	346,080
330,921						

(A) Other common share data has been restated for the two-for-one common stock split effected in the form of a 100% stock dividend, declared by the Board of Directors on April 15, 1997 and paid on May 30, 1997.

(B) Does not include 22,403, 17,865, 12,854, 8,025, and 3,078 unallocated shares held in the Employee Stock Ownership Plan at year-end 1992, 1993, 1994, 1995, and 1996, respectively. For the three months ended March 29, 1996 and March 28, 1997 does not include 5,791 and 935 unallocated shares held in the Employee Stock Ownership Plan. Shares held in the Employee Stock Ownership Plan are not considered outstanding for accounting purposes.