

WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE EXCHANGE ACT OF 1934

CORRECTION
(AMENDMENT NO. 1)*

NAME OF ISSUER: MERRILL LYNCH & COMPANY INC.
SUN AMERICA (strypes) PFD 7.25

TITLE OF CLASS
OF SECURITIES: CONV

CUSIP: 590188769

Check the following box if a fee is being paid with this statement [].

(A fee is not required if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13-d-7).

* The remainder of this cover page shall be filled out for a person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosure provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("ACT") or otherwise subject to the liabilities of that section of the act but shall be subject to all other provisions of the Act (however, see the Notes).

13G

CUSIP NO. 590188769

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. ID NO Fiduciary Trust Company International
OF ABOVE
PERSON 13-5069335

2 CHECK THE APPROPRIATE (A) (B) XX
BOX IF A MEMBER OF A
A GROUP*

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION New York State

NUMBER OF 5 SOLE VOTING POWER NA
SHARES
BENEFICIALLY 6 SHARED VOTING POWER NA
OWNED BY
EACH 7 SOLE DISPOSITIVE POWER NA
REPORTING
PERSON 8 SHARED DISPOSITIVE POWER NA
WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED NA
BY EACH REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN
ROW (9) EXCLUDES CERTAIN SHARES *

11 PERCENT OF CLASS REPRESENTED BY NA
IN ROW 9

12 TYPE OF REPORTING PERSON* BK

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE EXCHANGE ACT OF 1934

(AMENDMENT NO. 1

ITEM 1

(a) Name of Issuer MERRILL LYNCH & COMPANY INC.

(b) Address of Issuer's Principal World Financial Center North Tower
Executive Offices: New York, New York 10281

ITEM 2

(a) Name of Person Filing Fiduciary Trust Company International

(b) Address of Principal
Business Office or, if non residence: Two World Trade Center
New York, New York 10048

(c) Citizenship: New York

(d) Title of Class Securities: CONV

(e) Cusip 590188769

ITEM 3

The person filing is:

- (a) Broker or Dealer registered under Section 15 of the Act
- (b) X Bank as defined in section 3 (a) (6) of the Act
- (c) Insurance Company as defined in section 3(a)(19) of the Act
- (d) Investment Company registered under section 8 of the Investment Company Act.
- (e) Investment Advisor registered under section 203 of the Investment Advisors Act of 1940
- (f) EBP, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see 240.13d-1(b) (1) (ii) (F)
- (g) Parent Holding Company, in accordance with 240.13d-1(b) (ii) (G)
- (h) Group, in accordance with 240.13d-1(b) (1) (ii) (H)

ITEM 4

OWNERSHIP

- (a) Amount Beneficially Owned: NA
- (b) Percent of Class: NA
- (c) Number of shares as to which each person has:
 - (i) sole power to vote or to direct vote NA
 - (ii) shared power to vote or to direct votNA
 - (iii) sole power to dispose or to direct disposition of NA
 - (iv) shared power to dispose or to direct the disposition of NA

ITEM 5

Ownership of Five Percent or Less of a Class NA

ITEM 6

Ownership of More Than Five Percent On Behalf of

Another Person NA

ITEM 7
Identification and Classification of the Subsidiary Which
Acquired the Security Being Reported on By the Parent
Holding Company NA

ITEM 8
Identification and Classification of Members of the Group NA

ITEM 9
Notice of Dissolution of Group NA

ITEM 10
Certification

By signing below I certify that, to the best of my knowledge and belief,
the securities referred to above were acquired in the ordinary course of
business and were not acquired for the purpose of and do not have the
effect of changing or influencing the control of the issuer of the
securities and were not acquired in connection with our as a
participant in any transaction having such a purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief,
I certify that the information set forth in this statement
is true, complete and correct.

DATE
01/30/97

SIGNATURE

F.K. Granville