

Subject to Completion
Preliminary Prospectus Supplement dated September 12, 2002

PROSPECTUS SUPPLEMENT

Filed pursuant to Rule 424(b)(5)
 Registration No. 333-83374

(To prospectus dated April 1, 2002)



1,000,000 Units
Merrill Lynch & Co., Inc.

Strategic Return NotesSM
Linked to the Biotech-Pharmaceutical Index due September , 2007
(the “Notes”)
\$10 original public offering price per Unit

The Notes:

- Senior unsecured debt securities of Merrill Lynch & Co., Inc.
- Exchangeable at your option for a cash payment during a specified period in September of each year from 2003 through 2006 as described in this prospectus supplement.
- No payments prior to maturity unless exchanged.
- Linked to the value of the Biotech-Pharmaceutical Index (index symbol “BPI”).
- We have applied to have the Notes listed on the American Stock Exchange under the trading symbol “DMP”.
- Expected closing date: September , 2002.

Payment at maturity or upon exchange:

- At maturity or upon exchange, you will receive a cash amount based upon the percentage change in the value of the Biotech-Pharmaceutical Index, which reflects the total return of the Amex Biotechnology IndexSM and the Amex Pharmaceutical IndexSM, rebalanced annually, less an annual index adjustment factor of 1.5%.
- At maturity or upon exchange, the amount you receive will depend on the value of the Biotech-Pharmaceutical Index. The value of the Biotech-Pharmaceutical Index must increase in order for you to receive at least the original public offering price of \$10 per Note upon exchange or at maturity. If the value of the Biotech-Pharmaceutical Index has declined or has not increased sufficiently, you will receive less, and possibly significantly less, than the original public offering price of \$10 per Note.

Investing in the Notes involves risks that are described in the “Risk Factors” section beginning on page S-8 of this prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

| | <u>Per Unit</u> | <u>Total</u> |
|---|-----------------|--------------|
| Public offering price (1) | \$10.00 | \$10,000,000 |
| Underwriting fee | \$.20 | \$ |
| Proceeds, before expenses, to Merrill Lynch & Co., Inc. | \$9.90* | \$ |

(1) The public offering price and the underwriting fee for any single transaction to purchase 100,000 Units or more will be \$ per Unit and \$ per Unit, respectively.

* \$.10 per Unit of the underwriting fee will be paid to the underwriter by a subsidiary of Merrill Lynch & Co., Inc. For a description of this payment, please see the section entitled “Underwriting” in this prospectus supplement.

Merrill Lynch & Co.

The date of this prospectus supplement is September , 2002.

“Strategic Return Notes” is a service mark of Merrill Lynch & Co., Inc.

“Amex Biotechnology IndexSM” and “Amex Pharmaceutical IndexSM” are service marks of the American Stock Exchange and have been licensed for use for certain purposes by Merrill Lynch, Pierce, Fenner & Smith Incorporated. The Strategic Return Notes are not sponsored, endorsed, sold or promoted by the American Stock Exchange.

TABLE OF CONTENTS

Prospectus Supplement

| | Page |
|---|-------------|
| SUMMARY INFORMATION—Q&A | S-4 |
| What are the Notes? | S-4 |
| What will I receive upon maturity of the Notes? | S-4 |
| How does the exchange feature work? | S-5 |
| Who publishes the Biotech-Pharmaceutical Index and what does the Biotech-Pharmaceutical Index measure? | S-5 |
| How has the Biotech-Pharmaceutical Index performed historically? | S-6 |
| Will I receive interest payments on the Notes? | S-6 |
| What about taxes? | S-6 |
| Will the Notes be listed on a stock exchange? | S-6 |
| What is the role of MLPF&S? | S-6 |
| What is ML&Co.? | S-7 |
| Are there any risks associated with my investment? | S-7 |
| RISK FACTORS | S-8 |
| Your investment may result in a loss | S-8 |
| The value of the Biotech-Pharmaceutical Index is expected to affect the trading value of the Notes | S-8 |
| Changes in our credit ratings may affect the trading value of the Notes | S-8 |
| Your investment may become concentrated | S-8 |
| Your yield may be lower than the yield on other debt securities of comparable maturity | S-8 |
| Your return will not reflect the return of owning the Biotech-Pharmaceutical Stocks or the Underlying Indices | S-9 |
| Risk factors specific to companies included in the Underlying Indices | S-9 |
| There may be an uncertain trading market for the Notes | S-10 |
| Amounts payable on the Notes may be limited by state law | S-10 |
| Purchases and sales by us and our affiliates may affect your return | S-10 |
| Potential conflicts | S-10 |
| Uncertain tax consequences | S-11 |
| DESCRIPTION OF THE NOTES | S-12 |
| Payment at maturity | S-12 |
| Exchange of the Notes prior to maturity | S-13 |
| Hypothetical returns | S-13 |
| Adjustments to the Biotech-Pharmaceutical Index; Market Disruption Events | S-14 |
| Discontinuance of the Biotech-Pharmaceutical Index | S-15 |
| Events of Default and Acceleration | S-16 |
| Depository | S-16 |
| Same-Day Settlement and Payment | S-18 |
| THE BIOTECH-PHARMACEUTICAL INDEX | S-19 |
| Biotech-Pharmaceutical Index | S-19 |
| Dividends | S-20 |
| Hypothetical and Historical Data on the Biotech-Pharmaceutical Index | S-20 |
| License Agreement | S-21 |
| UNITED STATES FEDERAL INCOME TAXATION | S-22 |
| General | S-22 |
| Tax Treatment of the Notes | S-23 |
| Non-U.S. Holders | S-23 |
| Backup Withholding and Information Reporting | S-24 |
| ERISA CONSIDERATIONS | S-24 |
| USE OF PROCEEDS AND HEDGING | S-25 |
| WHERE YOU CAN FIND MORE INFORMATION | S-25 |
| UNDERWRITING | S-26 |
| VALIDITY OF THE NOTES | S-27 |
| EXPERTS | S-27 |
| INDEX OF DEFINED TERMS | S-28 |

[Table of Contents](#)

Prospectus

| | <u>Page</u> |
|---|-------------|
| MERRILL LYNCH & CO., INC | 2 |
| USE OF PROCEEDS | 2 |
| RATIO OF EARNINGS TO FIXED CHARGES AND RATIOS OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED STOCK DIVIDENDS | 3 |
| THE SECURITIES | 3 |
| DESCRIPTION OF DEBT SECURITIES | 4 |
| DESCRIPTION OF DEBT WARRANTS | 10 |
| DESCRIPTION OF CURRENCY WARRANTS | 12 |
| DESCRIPTION OF INDEX WARRANTS | 14 |
| DESCRIPTION OF PREFERRED STOCK | 19 |
| DESCRIPTION OF DEPOSITARY SHARES | 24 |
| DESCRIPTION OF PREFERRED STOCK WARRANTS | 28 |
| DESCRIPTION OF COMMON STOCK | 30 |
| DESCRIPTION OF COMMON STOCK WARRANTS | 34 |
| PLAN OF DISTRIBUTION | 36 |
| WHERE YOU CAN FIND MORE INFORMATION | 37 |
| INCORPORATION OF INFORMATION WE FILE WITH THE SEC | 37 |
| EXPERTS | 38 |

SUMMARY INFORMATION—Q&A

This summary includes questions and answers that highlight selected information from this prospectus supplement and the accompanying prospectus to help you understand the Strategic Return NotesSM Linked to the Biotech-Pharmaceutical Index due September , 2007 (the “Notes”). You should carefully read this prospectus supplement and the accompanying prospectus to fully understand the terms of the Notes, the Biotech-Pharmaceutical Index and the tax and other considerations that are important to you in making a decision about whether to invest in the Notes. You should carefully review the “Risk Factors” section, which highlights certain risks associated with an investment in the Notes, to determine whether an investment in the Notes is appropriate for you.

References in this prospectus supplement to “ML&Co.,” “we,” “us” and “our” are to Merrill Lynch & Co., Inc., and references to “MLPF&S” are to Merrill Lynch, Pierce, Fenner & Smith Incorporated.

What are the Notes?

The Notes will be a series of senior debt securities issued by ML&Co. and will not be secured by collateral. The Notes will rank equally with all of our other unsecured and unsubordinated debt. The Notes will mature on September , 2007 unless exchanged by you as described in this prospectus supplement.

A Unit will represent a single Note with an original public offering price of \$10.00 (a “Unit”). You may transfer the Notes only in whole Units. You will not have the right to receive physical certificates evidencing your ownership except under limited circumstances. Instead, we will issue the Notes in the form of a global certificate, which will be held by The Depository Trust Company, also known as DTC, or its nominee. Direct and indirect participants in DTC will record your ownership of the Notes. You should refer to the section entitled “Description of the Notes—Depository” in this prospectus supplement.

What will I receive upon maturity of the Notes?

At maturity, if you have not previously exchanged your Notes, you will receive a cash payment on the Notes equal to the “Redemption Amount”.

The “**Redemption Amount**” per Unit will equal:

$$\$9.90 \times \left(\frac{\text{Ending Value}}{\text{Starting Value}} \right)$$

The Biotech-Pharmaceutical Index must increase in order for you to receive a Redemption Amount equal to or greater than the original public offering price, and, if the value of the Biotech-Pharmaceutical Index declines or has not increased sufficiently, you will receive less than the original public offering price of the Notes.

The “**Starting Value**” will equal the closing value of the Biotech-Pharmaceutical Index on the date the Notes are priced for initial sale to the public (the “Pricing Date”). We will disclose the Starting Value to you in the final prospectus supplement delivered in connection with sales of the Notes.

For purposes of determining the Redemption Amount, the “**Ending Value**” means the average, arithmetic mean, of the values of the Biotech-Pharmaceutical Index at the close of the market on five business days shortly before the maturity of the Notes. We may calculate the Ending Value by reference to fewer than five or even a single day’s closing value if, during the period shortly before the maturity date of the Notes, there is a disruption in the trading of a sufficient number of stocks included in the Amex Biotechnology IndexSM or the Amex Pharmaceutical IndexSM (the “Underlying Indices”) or certain futures or options contracts relating to the stocks included in the Underlying Indices or the Underlying Indices themselves.

For more specific information about the Redemption Amount, please see the section entitled “Description of the Notes” in this prospectus supplement.

Table of Contents

Examples

Here are two examples of Redemption Amount calculations:

Example 1—The Biotech-Pharmaceutical Index is below the hypothetical Starting Value at maturity:

Hypothetical Starting Value: 74.87

Hypothetical Ending Value: 14.97

$$\text{Redemption Amount (per Unit)} = \$9.90 \times \left(\frac{14.97}{74.87} \right) = \$1.98$$

Total payment at maturity (per Unit) = \$1.98

Example 2—The Biotech-Pharmaceutical Index is above the hypothetical Starting Value at maturity:

Hypothetical Starting Value: 74.87

Hypothetical Ending Value: 134.77

$$\text{Redemption Amount (per Unit)} = \$9.90 \times \left(\frac{134.77}{74.87} \right) = \$17.82$$

Total payment at maturity (per Unit) = \$17.82

How does the exchange feature work?

You may elect to exchange all or a portion of your Notes during a specified period in the month of September in the years 2003 through 2006 by giving notice to the depositary or trustee of the Notes, as the case may be, as described in this prospectus supplement. The amount of the cash payment you receive upon exchange (the “Exchange Amount”) will be equal to the Redemption Amount, calculated as if the Exchange Date, as defined in this prospectus supplement, were the stated maturity date, except that the Ending Value will be equal to the closing value of the Biotech-Pharmaceutical Index on the Exchange Date. The Exchange Amount will be paid three Business Days following the Exchange Date. If you elect to exchange your Notes, you will receive only the Exchange Amount and you will not receive the Redemption Amount at maturity. The Exchange Amount you receive may be greater than or less than the Redemption Amount at maturity depending upon the performance of the Biotech-Pharmaceutical Index during the period from the Exchange Date until the stated maturity date. In addition, if the value of the Biotech-Pharmaceutical Index has not increased sufficiently above the Starting Value, the Exchange Amount will be less than the original public offering price.

For more specific information about the exchange feature, please see the section entitled “Description of the Notes—Exchange of the Notes prior to maturity” in this prospectus supplement.

Who publishes the Biotech-Pharmaceutical Index and what does the Biotech-Pharmaceutical Index measure?

The Biotech-Pharmaceutical Index is calculated and disseminated by the American Stock Exchange under the symbol “BPI”. The Biotech-Pharmaceutical Index is an index which reflects the total return of the Amex Biotechnology Index and the Amex Pharmaceutical Index less an annual index adjustment factor of 1.5% applied daily (the “Index Adjustment Factor”). The Biotech-Pharmaceutical Index was originally calculated and disseminated on February 4, 2002. Initially each of the Underlying Indices was assigned a multiplier so that each Underlying Index represented 50% of the value of the Biotech-Pharmaceutical Index. The Biotech-Pharmaceutical Index is rebalanced annually so that each of the Underlying Indices represents approximately an equal percentage of the value of the Biotech-Pharmaceutical Index. For more specific information about the Biotech-Pharmaceutical Index and its rebalancing, and the Index Adjustment Factor, please see the section entitled “The Biotech-Pharmaceutical Index” in this prospectus supplement.

The Notes are debt obligations of ML&Co., and an investment in the Notes does not entitle you to

Table of Contents

any ownership interest in the stocks included in the Underlying Indices (the “Biotech-Pharmaceutical Stocks”) or the Underlying Indices themselves.

How has the Biotech-Pharmaceutical Index performed historically?

The value of the Biotech-Pharmaceutical Index was set to 100 on February 4, 2002, the date the Biotech-Pharmaceutical Index was first calculated and disseminated. On September 11, 2002, the closing value of the Biotech-Pharmaceutical Index was 74.87. While there is currently little historical information about the Biotech-Pharmaceutical Index, we have provided a table and a graph showing the hypothetical month-end closing values of the Biotech-Pharmaceutical Index from November 1996 through January 2002. These hypothetical closing values have been calculated on the same basis that the Biotech-Pharmaceutical Index is currently calculated. We have provided this information to illustrate how the Biotech-Pharmaceutical Index would have performed from November 1996 through January 2002. For further details on the calculation of these hypothetical closing values please refer to the section entitled “The Biotech-Pharmaceutical Index—Actual and Hypothetical Historical Data on the Biotech-Pharmaceutical Index” in this prospectus supplement. We have also provided the actual month-end closing values from February 2002 through August 2002. Any historical upward or downward trend in the level of the Biotech-Pharmaceutical Index during any of the periods indicated is not an indication that the Biotech-Pharmaceutical Index is more or less likely to increase or decrease at any time during the term of the Notes.

Will I receive interest payments on the Notes?

You will not receive any interest payments on the Notes, but you will receive the Exchange Amount following the exercise of your exchange option or the Redemption Amount at maturity. We have designed the Notes for investors who are willing to forego market interest payments on the Notes, such as fixed or floating interest rates paid on standard senior non-callable debt securities, in exchange for the Exchange Amount or the Redemption Amount.

What about taxes?

The U.S. federal income tax consequences of an investment in the Notes are complex and uncertain. By purchasing a Note, you and ML&Co. hereby agree, in the absence of an administrative or judicial ruling to the contrary, to characterize a Note for all tax purposes as a pre-paid cash-settled forward contract linked to the value of the Biotech-Pharmaceutical Index. Under this characterization of the Notes, you should be required to recognize gain or loss to the extent that you receive cash on the maturity date or upon a sale or exchange of a Note prior to the maturity date. You should review the discussion under the section entitled “United States Federal Income Taxation” in this prospectus supplement.

Will the Notes be listed on a stock exchange?

We have applied to have the Notes listed on the AMEX under the symbol “DMP”. You should be aware that the listing of the Notes on the AMEX will not necessarily ensure that a liquid trading market will be available for the Notes. You should review the section entitled “Risk Factors—There may be an uncertain trading market for the Notes” in this prospectus supplement.

What is the role of MLPF&S?

Our subsidiary, MLPF&S, is the underwriter for the offering and sale of the Notes. After the initial offering, MLPF&S intends to buy and sell Notes to create a secondary market for holders of the Notes, and may stabilize or maintain the market price of the Notes during their initial distribution. However, MLPF&S will not be obligated to engage in any of these market activities or continue them once it has started.

MLPF&S will also be our agent for purposes of calculating, among other things, the Ending Value, Redemption Amount and Exchange Amounts. Under certain circumstances, these duties could result in a conflict of interest between the status of MLPF&S as our subsidiary and its responsibilities as calculation agent.

[Table of Contents](#)

What is ML&Co.?

Merrill Lynch & Co., Inc. is a holding company with various subsidiary and affiliated companies that provide investment, financing, insurance and related services on a global basis.

For information about ML&Co., see the section entitled “Merrill Lynch & Co., Inc.” in the accompanying prospectus. You should also read other documents we have filed with the SEC, which you can find by referring to the section entitled “Where You Can Find More Information” in this prospectus supplement.

Are there any risks associated with my investment?

Yes, an investment in the Notes is subject to risk. Please refer to the section entitled “Risk Factors” in this prospectus supplement.

RISK FACTORS

Your investment in the Notes will involve risks. An investment in the Notes involves credit risks which are identical to those related to investments in any other debt obligations of ML&Co., and additional risks which are similar to investing in the Biotech-Pharmaceutical Stocks or in each of the Underlying Indices that comprise the Biotech-Pharmaceutical Index. You should carefully consider the following discussion of risks before deciding whether an investment in the Notes is suitable for you.

Your investment may result in a loss

We will not repay you a fixed amount of principal on the Notes at maturity or upon exchange. The payment on the Notes will depend on the change in the value of the Biotech-Pharmaceutical Index. Because the value of the Biotech-Pharmaceutical Index is subject to market fluctuations, the amount of cash you receive may be more or less than the original public offering price of your Notes. If the applicable Ending Value, at maturity or at the time you exchange your Notes, is less than or not sufficiently above the Starting Value, then the amount you receive will be less than the original public offering price of each Note, in which case your investment in the Notes will result in a loss to you. The original public offering price of \$10 per Unit exceeds the \$9.90 per Unit amount used to calculate the Redemption Amount and therefore the Biotech-Pharmaceutical Index must increase in order for you to receive a Redemption Amount or Exchange Amount equal to the original public offering price.

The value of the Biotech-Pharmaceutical Index is expected to affect the trading value of the Notes

The market value of the Notes will depend substantially on the amount by which the Biotech-Pharmaceutical Index exceeds or does not exceed the Starting Value. The value of the Notes is related to the Biotech-Pharmaceutical Index, and consequently, a sale of the Notes may result in a loss. Additionally, because the trading value and perhaps final return on your Notes is dependent on factors in addition to the Biotech-Pharmaceutical Index, such as our credit rating, an increase in the value of the Biotech-Pharmaceutical Index will not reduce the other investment risks related to the Notes.

Changes in our credit ratings may affect the trading value of the Notes

Our credit ratings are an assessment of our ability to pay our obligations. Consequently, real or anticipated changes in our credit ratings may affect the trading value of the Notes. However, because the return on your Notes is dependent upon factors in addition to our ability to pay our obligations under the Notes, such as the value of the Biotech-Pharmaceutical Index at maturity, an improvement in our credit ratings will not reduce the other investment risks related to the Notes.

Your investment may become concentrated

As a result of market fluctuations and/or reconstitution events, an investment in the Notes may carry risks similar to a concentrated investment in one or more industries.

Your yield may be lower than the yield on other debt securities of comparable maturity

The amount we pay you at maturity or upon exchange may be less than the return you could earn on other investments. Your yield may be less than the yield you would earn if you bought other senior non-callable debt securities of ML&Co. with the same stated maturity date. Your investment may not reflect the full opportunity cost to you when you take into account factors that affect the time value of money.

Table of Contents

Your return will not reflect the return of owning the Biotech-Pharmaceutical Stocks or the Underlying Indices

While the Biotech-Pharmaceutical Index does reflect the payment of dividends on the Biotech-Pharmaceutical Stocks as described below in more detail, the yield to the maturity of the Notes will not produce the same yield as that of other investments with the same term which are based on the performance of each Underlying Index and/or the Biotech-Pharmaceutical Stocks. On each anniversary of the date the Biotech-Pharmaceutical Index was first calculated and disseminated, the Multipliers of the Underlying Indices will be rebalanced so that each Underlying Index represents approximately an equal percentage of the value of the Biotech-Pharmaceutical Index and will then be subject to the price movements of the Underlying Indices until the next anniversary date. Also, at the end of each calendar quarter, the dividends accrued on the Biotech-Pharmaceutical Stocks will be incorporated into the Biotech-Pharmaceutical Index by adjusting the Multipliers of the Underlying Indices and will thereafter be subject to the price movements of the Underlying Indices until the end of that calendar quarter. In addition, at the end of each day, the Biotech-Pharmaceutical Index will be reduced by a pro rata portion of the annual Index Adjustment Factor of 1.5%. Due to the effect of the annual Index Adjustment Factor and to the matters discussed above under “Your investment may result in a loss”, the return on an investment in the Notes will be less than the return on a similar investment in the Underlying Indices, assuming transaction costs and taxes are not taken into account. The trading value of the Notes and final return on the Notes may also differ from the results of the Biotech-Pharmaceutical Index for the reasons discussed above under “Changes in our credit ratings may affect the trading value of the Notes”.

Risk factors specific to companies included in the Underlying Indices

The stock prices of some of the companies included in the Underlying Indices (the “Biotech-Pharmaceutical Companies”) have been and may continue to be volatile. These stock prices could be subject to wide fluctuations in response to a variety of factors, including the following:

- general market fluctuations;
- actual or anticipated variations in the quarterly operating results of the Biotech-Pharmaceutical Companies;
- announcements of technological innovations or new services offered by competitors of the Biotech-Pharmaceutical Companies;
- changes in financial estimates by securities analysts;
- regulatory or legal developments, including significant litigation matters, affecting the Biotech-Pharmaceutical Companies or in the industries in which they operate;
- announcements by competitors of the Biotech-Pharmaceutical Companies of significant acquisitions, strategic partnerships, joint ventures or capital commitments; and
- departures of key personnel of the Biotech-Pharmaceutical Companies.

The international operations of some of the Biotech-Pharmaceutical Companies expose them to risks associated with instability and changes in economic and political conditions, foreign currency fluctuations, changes in foreign regulations and other risks inherent to international business. Some of the Biotech-Pharmaceutical Companies have international operations, which are essential parts of their businesses. The risks of international business that these companies are exposed to include the following:

- general economic, social and political conditions;
- the difficulty of enforcing intellectual property rights, agreements and collecting receivables through certain foreign legal systems;
- differing tax rates, tariffs, exchange controls or other similar restrictions;
- currency fluctuations;

Table of Contents

- changes in, and compliance with, domestic and foreign laws and regulations which impose a range of restrictions on operations, trade practices, foreign trade and international investment decisions; and
- reduction in the number or capacity of personnel in international markets.

There may be an uncertain trading market for the Notes

We have applied to have the Notes listed on the AMEX under the trading symbol “DMP”. However, you cannot assume that a trading market will develop for the Notes. If a trading market does develop, there can be no assurance that there will be liquidity in the trading market. The development of a trading market for the Notes will depend on our financial performance and other factors such as the change in the value of the Biotech-Pharmaceutical Index.

If the trading market for the Notes is limited, there may be a limited number of buyers for your Notes if you do not wish to hold your investment until maturity. This may affect the price you receive.

Amounts payable on the Notes may be limited by state law

New York State law governs the 1983 Indenture under which the Notes will be issued. New York has usury laws that limit the amount of interest that can be charged and paid on loans, which includes debt securities like the Notes. Under present New York law, the maximum rate of interest is 25% per annum on a simple interest basis. This limit may not apply to debt securities in which \$2,500,000 or more has been invested.

While we believe that New York law would be given effect by a state or Federal court sitting outside of New York, many other states also have laws that regulate the amount of interest that may be charged to and paid by a borrower. We will promise, for the benefit of the Note holders, to the extent permitted by law, not to voluntarily claim the benefits of any laws concerning usurious rates of interest.

Purchases and sales by us and our affiliates may affect your return

We and our affiliates may from time to time buy or sell the Biotech-Pharmaceutical Stocks or certain futures, options or other contracts relating to the Biotech-Pharmaceutical Stocks or the Underlying Indices themselves for our own accounts for business reasons and expect to enter into such transactions in connection with hedging our obligations under the Notes. These transactions could affect the price of the Biotech-Pharmaceutical Stocks and the values of the Underlying Indices, and in turn, the value of the Biotech-Pharmaceutical Index in a manner that would be adverse to your investment in the Notes. Any purchases by us, our affiliates or others on our behalf on or before the Pricing Date may temporarily increase the prices of the Biotech-Pharmaceutical Stocks and the values of the Underlying Indices. Temporary increases in the market prices of the Biotech-Pharmaceutical Stocks and the values of the Underlying Indices may also occur as a result of the purchasing activities of other market participants. Consequently, the prices of the Biotech-Pharmaceutical Stocks and the values of the Underlying Indices may decline subsequent to the Pricing Date reducing the value of the Biotech-Pharmaceutical Index and therefore the market value of the Notes.

Potential conflicts

Our subsidiary, MLPF&S, is our agent for the purposes of calculating the Ending Value, Redemption Amount and Exchange Amounts. Under certain circumstances, MLPF&S’ role as our subsidiary and its responsibilities as calculation agent for the Notes could give rise to conflicts of interest. These conflicts could occur, for instance, in connection with its determination as to whether the value of the Biotech-Pharmaceutical Index can be calculated on a particular trading day, or in connection with judgments that it would be required to make in the event of a discontinuance of the Biotech-Pharmaceutical Index. See the sections entitled “Description of the Notes—Adjustments to the Biotech-Pharmaceutical Index; Market Disruption Events” and

Table of Contents

“—Discontinuance of the Biotech-Pharmaceutical Index” in this prospectus supplement. MLPF&S is required to carry out its duties as calculation agent in good faith and using its reasonable judgment. However, you should be aware that because we control MLPF&S, potential conflicts of interest could arise. MLPF&S, the underwriter, will pay an additional amount on each anniversary of the Pricing Date in 2003 through 2006 to brokers whose client accounts purchased Notes in the initial distribution and continue to hold the Notes. In addition, MLPF&S may from time to time pay additional amounts to brokers whose client accounts purchased Notes in the secondary market and continue to hold those Notes. You should understand that as a result of this additional payment, your broker receives a financial benefit each year you retain your investment in the Notes. Please see the section entitled “Underwriting” in this prospectus supplement.

We have entered into an arrangement with one of our subsidiaries to hedge the market risks associated with our obligation to pay amounts due at maturity on the Notes. This subsidiary expects to make a profit in connection with this arrangement. We did not seek competitive bids for this arrangement from unaffiliated parties.

ML&Co. or its affiliates may presently or from time to time engage in business with one or more of the Biotech-Pharmaceutical Companies including extending loans to, or making equity investments in, the Biotech-Pharmaceutical Companies or providing advisory services to the Biotech-Pharmaceutical Companies, including merger and acquisition advisory services. In the course of business, ML&Co. or its affiliates may acquire non-public information relating to the Biotech-Pharmaceutical Companies and, in addition, one or more affiliates of ML&Co. may publish research reports about the Biotech-Pharmaceutical Companies. ML&Co. does not make any representation to any purchasers of the Notes regarding any matters whatsoever relating to the Biotech-Pharmaceutical Companies. Any prospective purchaser of the Notes should undertake an independent investigation of the Biotech-Pharmaceutical Companies as in its judgment is appropriate to make an informed decision regarding an investment in the Notes. The composition of the Biotech-Pharmaceutical Index does not reflect any investment or sell recommendations of ML&Co. or its affiliates.

Uncertain tax consequences

You should consider the tax consequences of investing in the Notes, aspects of which are uncertain. See the section entitled “United States Federal Income Taxation” in this prospectus supplement.

DESCRIPTION OF THE NOTES

ML&Co. will issue the Notes as a series of senior debt securities under the 1983 Indenture, which is more fully described in the accompanying prospectus. Unless exchanged by you, the Notes will mature on September 15, 2007.

While at maturity or upon exchange a beneficial owner of a Note will receive an amount equal to the Redemption Amount or the Exchange Amount, as the case may be, there will be no other payment of interest, periodic or otherwise. See the section entitled “—Payment at maturity” and “—Exchange of the Notes prior to maturity” in this prospectus supplement.

The Notes may be exchanged by you during an Exchange Notice Period, but are not subject to redemption by ML&Co. before maturity. If an Event of Default occurs with respect to the Notes, beneficial owners of the Notes may accelerate the maturity of the Notes, as described under “—Events of Default and Acceleration” in this prospectus supplement and “Description of Debt Securities—Events of Default” in the accompanying prospectus.

ML&Co. will issue the Notes in denominations of whole Units each with an original public offering price of \$10 per Unit.

The Notes will not have the benefit of any sinking fund.

Payment at maturity

For each Note that has not been exchanged prior to maturity, the holder will be entitled to receive the Redemption Amount, as provided below.

Determination of the Redemption Amount

The “**Redemption Amount**” per Unit will be determined by the calculation agent and will equal:

$$\$9.90 \times \left(\frac{\text{Ending Value}}{\text{Starting Value}} \right)$$

The “**Starting Value**” will equal the closing value of the Biotech-Pharmaceutical Index on the Pricing Date.

For the purpose of determining the Redemption Amount, the “**Ending Value**” will be determined by the calculation agent and will equal the average, arithmetic mean, of the closing values of the Biotech-Pharmaceutical Index determined on each of the first five Calculation Days during the Calculation Period. If there are fewer than five Calculation Days during the Calculation Period, then the Ending Value will equal the average, arithmetic mean, of the closing values of the Biotech-Pharmaceutical Index on those Calculation Days. If there is only one Calculation Day during the Calculation Period, then the Ending Value will equal the closing value of the Biotech-Pharmaceutical Index on that Calculation Day. If no Calculation Days occur during the Calculation Period, then the Ending Value will equal the closing value of the Biotech-Pharmaceutical Index determined on the last scheduled Index Business Day in the Calculation Period, regardless of the occurrence of a Market Disruption Event on that day.

The “**Calculation Period**” means the period from and including the seventh scheduled Index Business Day prior to the maturity date to and including the second scheduled Index Business Day prior to the maturity date.

A “**Calculation Day**” means any Index Business Day during the Calculation Period on which a Market Disruption Event has not occurred.

Table of Contents

An “**Index Business Day**” means a day on which the New York Stock Exchange and the AMEX are open for trading and the Biotech-Pharmaceutical Index or any successor index is calculated and published.

All determinations made by the calculation agent shall be at the sole discretion of the calculation agent and, absent a determination by the calculation agent of a manifest error, shall be conclusive for all purposes and binding on ML&Co. and the holders and beneficial owners of the Notes.

Exchange of the Notes prior to maturity

You may elect to exchange all or a portion of the Notes you own during any Exchange Notice Period by giving notice as described below. An “Exchange Notice Period” means any Business Day from and including the first calendar day of the month of September to and including 12:00 noon in The City of New York on the fifteenth calendar day during the month of September in the years 2003, 2004, 2005 and 2006. If the fifteenth calendar day of the applicable month of September is not a Business Day, then the Exchange Notice Period will be extended to 12:00 noon in The City of New York on the next succeeding Business Day. The amount of the cash payment you receive upon exchange (the “Exchange Amount”) will be equal to the Redemption Amount, calculated as if the Exchange Date were the stated maturity date, except that the Ending Value will be equal to the closing value of the Biotech-Pharmaceutical Index on the Exchange Date. An “Exchange Date” will be the second Index Business Day following the end of the applicable Exchange Notice Period. If a Market Disruption Event occurs on the second Index Business Day following an Exchange Notice Period, the Exchange Date for that year will be the next succeeding Index Business Day on which a Market Disruption Event does not occur. The Exchange Amount will be paid three Business Days after the Exchange Date.

The Notes will be issued in registered global form and will remain on deposit with the depository as described in this prospectus supplement. Therefore, you must exercise the option to exchange your Notes through the depository. To make your exchange election effective, you must make certain that your notice is delivered to the depository during the applicable Exchange Notice Period. To ensure that the depository will receive timely notice of your election to exchange all or a portion of your Notes, you must instruct the direct or indirect participant through which you hold an interest in the Notes to notify the depository of your election to exchange your Notes prior to 12:00 noon in The City of New York on the last day of the applicable Exchange Notice Period, in accordance with the then applicable operating procedures of the depository. Different firms have different deadlines for accepting instructions from their customers. You should consult the direct or indirect participant through which you hold an interest in the Notes to ascertain the deadline for ensuring that timely notice will be delivered to the depository.

If at any time the global securities are exchanged for Notes in definitive form, from and after that time, notice of your election to exchange must be delivered to JPMorgan Chase Bank, as trustee under the 1983 Indenture, through the procedures required by the trustee by 12:00 noon in The City of New York on the last day of the applicable Exchange Notice Period.

Hypothetical returns

The following tables illustrate, for a hypothetical Starting Value and a range of hypothetical Ending Values of the Biotech-Pharmaceutical Index during the Calculation Period:

- the total amount payable at maturity of the Notes, and the total amount payable on an investment in the Biotech-Pharmaceutical Stocks,
- the total rate of return to beneficial owners of the Notes, and the total return on an investment in the Biotech-Pharmaceutical Stocks, and
- the pretax annualized rate of return to beneficial owners of the Notes, and the pretax annualized rate of return on an investment in the Biotech-Pharmaceutical Stocks.

[Table of Contents](#)

The tables below assume an initial investment of \$10 in the Notes and an initial investment of \$10 in the Biotech-Pharmaceutical Stocks.

| Hypothetical Returns Related to Strategic Return Notes based on the Biotech-Pharmaceutical Index | | | | Hypothetical Returns Related to an Investment in the Biotech-Pharmaceutical Stocks | | | |
|--|---|-----------------------------------|--|--|----------------------------------|---|--|
| Hypothetical Ending Value of the Biotech-Pharmaceutical Index(1) | Total Amount Payable at Maturity per Note | Total Rate of Return on the Notes | Pretax Annualized Rate of Return on the Notes(2) | Hypothetical Ending Value of an Investment in the Biotech-Pharmaceutical Stocks(3) | Total Amount Payable at Maturity | Total Rate of Return on the Biotech-Pharmaceutical Stocks | Pretax Annualized Rate of Return on the Biotech-Pharmaceutical Stocks(2) |
| 20.00 | \$ 2.64 | -73.55% | -24.90% | 21.56 | \$ 2.88 | -71.21% | -23.40% |
| 40.00 | \$ 5.29 | -47.11% | -12.33% | 43.12 | \$ 5.76 | -42.41% | -10.73% |
| 60.00 | \$ 7.93 | -20.66% | -4.57% | 64.68 | \$ 8.64 | -13.62% | -2.90% |
| 74.87(4) | \$ 9.90 | -1.00% | -0.20% | 80.70 | \$10.78 | 7.79% | 1.51% |
| 80.00 | \$10.58 | 5.78% | 1.13% | 86.23 | \$11.52 | 15.18% | 2.84% |
| 90.00 | \$11.90 | 19.01% | 3.51% | 97.01 | \$12.96 | 29.58% | 5.25% |
| 100.00 | \$13.22 | 32.23% | 5.66% | 107.79 | \$14.40 | 43.97% | 7.42% |
| 120.00 | \$15.87 | 58.68% | 9.44% | 129.35 | \$17.28 | 72.77% | 11.23% |
| 140.00 | \$18.51 | 85.12% | 12.70% | 150.91 | \$20.16 | 101.56% | 14.51% |
| 160.00 | \$21.16 | 111.57% | 15.55% | 172.47 | \$23.04 | 130.36% | 17.40% |
| 180.00 | \$23.80 | 138.01% | 18.11% | 194.03 | \$25.92 | 159.15% | 19.97% |
| 200.00 | \$26.45 | 164.46% | 20.42% | 215.59 | \$28.79 | 187.95% | 22.30% |
| 220.00 | \$29.09 | 190.90% | 22.53% | 237.14 | \$31.67 | 216.74% | 24.43% |
| 240.00 | \$31.74 | 217.35% | 24.47% | 258.70 | \$34.55 | 245.54% | 26.39% |
| 260.00 | \$34.38 | 243.80% | 26.27% | 280.26 | \$37.43 | 274.33% | 28.20% |
| 280.00 | \$37.02 | 270.24% | 27.95% | 301.82 | \$40.31 | 303.13% | 29.90% |

- (1) The Biotech-Pharmaceutical Index reflects the total return of the Amex Biotechnology Index and the Amex Pharmaceutical Index less an annual Index Adjustment Factor of 1.5%.
- (2) The annualized rates of return are calculated on a semiannual bond equivalent basis and assume an investment term from September 12, 2002 to September 12, 2007.
- (3) An investment in the Biotech-Pharmaceutical Stocks is assumed to be equivalent to an investment in the Biotech-Pharmaceutical Index, including the method and timing of reinvesting dividends, except that the Biotech-Pharmaceutical Index is reduced daily by the pro rata portion of the annual Index Adjustment Factor of 1.5%. The hypothetical investment in the Biotech-Pharmaceutical Stocks presented in this column does not take into account transaction costs and taxes.
- (4) This is the hypothetical Starting Value of the Biotech-Pharmaceutical Index. The actual Starting Value will be determined on the Pricing Date and will be disclosed in the final prospectus supplement delivered in connection with sales of the Notes.

The above figures are for purposes of illustration only. The actual Redemption Amount received by investors in the Notes and the resulting total and pretax annualized rates of return will depend on the actual Starting Value, Ending Value and term of your investment.

Adjustments to the Biotech-Pharmaceutical Index; Market Disruption Events

If at any time the AMEX changes its method of calculating the Biotech-Pharmaceutical Index, or the value of the Biotech-Pharmaceutical Index changes, in any material respect, or if the Biotech-Pharmaceutical Index is in any other way modified so that the Biotech-Pharmaceutical Index does not, in the opinion of the calculation agent, fairly represent the value of the Biotech-Pharmaceutical Index had those changes or modifications not been made, then, from and after that time, the calculation agent shall, at the close of business in New York, New York, on each date that the closing value of the Biotech-Pharmaceutical Index is to be calculated, make those adjustments as, in the good faith judgment of the calculation agent, may be necessary in order to arrive at a calculation of a value of a stock index comparable to the Biotech-Pharmaceutical Index as if those changes or modifications had not been made, and calculate the closing value with reference to the Biotech-Pharmaceutical Index, as so adjusted. Accordingly, if the method of calculating the Biotech-Pharmaceutical

Table of Contents

Index is modified so that the value of the Biotech-Pharmaceutical Index is a fraction or a multiple of what it would have been if it had not been modified, e.g., due to a split, then the calculation agent shall adjust the Biotech-Pharmaceutical Index in order to arrive at a value of the Biotech-Pharmaceutical Index as if it had not been modified, e.g., as if a split had not occurred.

“**Market Disruption Event**” means either of the following events as determined by the calculation agent:

- (A) the suspension or material limitation on trading for more than two hours of trading, or during the one-half hour period preceding the close of trading, on the applicable exchange, in 20% or more of the Biotech-Pharmaceutical Stocks (without taking into account any extended or after-hours trading session); or
- (B) the suspension or material limitation on trading, in each case, for more than two hours of trading, or during the one-half hour period preceding the close of trading, on the applicable exchange, whether by reason of movements in price otherwise exceeding levels permitted by the relevant exchange or otherwise, in option contracts or futures contracts related to Biotech-Pharmaceutical Stocks, the Underlying Indices or the Biotech-Pharmaceutical Index, or any successor index or stocks included in any successor index, which are traded on any major U.S. exchange.

For the purpose of the above definition:

- (1) a limitation on the hours in a trading day and/or number of days of trading will not constitute a Market Disruption Event if it results from an announced change in the regular business hours of the relevant exchange, and
- (2) for the purpose of clause (A) above, any limitations on trading during significant market fluctuations under NYSE Rule 80A, or any applicable rule or regulation enacted or promulgated by the NYSE or any other self regulatory organization or the SEC of similar scope as determined by the calculation agent, will be considered “material”.

As a result of the terrorist attacks in Manhattan and Washington, D.C., the financial markets were closed from September 11, 2001 through September 14, 2001 and values of the Biotech-Pharmaceutical Index would not have been available for such dates. Such market closures would have constituted Market Disruption Events.

Discontinuance of the Biotech-Pharmaceutical Index

If the AMEX discontinues publication of the Biotech-Pharmaceutical Index and the AMEX or another entity publishes a successor or substitute index that the calculation agent determines, in its sole discretion, to be comparable to the Biotech-Pharmaceutical Index (a “successor index”), then, upon the calculation agent’s notification of any determination to the trustee and ML&Co., the calculation agent will substitute the successor index as calculated by the AMEX or any other entity for the Biotech-Pharmaceutical Index and calculate the closing value as described above under “—Payment at maturity”. Upon any selection by the calculation agent of a successor index, ML&Co. shall cause notice to be given to holders of the Notes.

In the event that the AMEX discontinues publication of the Biotech-Pharmaceutical Index and:

- the calculation agent does not select a successor index, or
- the successor index is no longer published on any of the Calculation Days,

the calculation agent will compute a substitute value for the Biotech-Pharmaceutical Index in accordance with the procedures last used to calculate the Biotech-Pharmaceutical Index before any discontinuance. If a successor index is selected or the calculation agent calculates a value as a substitute for the Biotech-Pharmaceutical Index as described below, the successor index or value will be used as a substitute for the Biotech-Pharmaceutical Index for all purposes, including for purposes of determining whether a Market Disruption Event exists.

Table of Contents

If the AMEX discontinues publication of the Biotech-Pharmaceutical Index before the period during which the Redemption Amount is to be determined and the calculation agent determines that no successor index is available at that time, then on each Business Day until the earlier to occur of:

- the determination of the Ending Value, or
- a determination by the calculation agent that a successor index is available,

the calculation agent will determine the value that would be used in computing the Redemption Amount as described in the preceding paragraph as if that day were a Calculation Day. The calculation agent will cause notice of each value to be published not less often than once each month in *The Wall Street Journal* (the “WSJ”) or another newspaper of general circulation, and arrange for information with respect to these values to be made available by telephone.

A “**Business Day**” is any day on which the NYSE, AMEX and The Nasdaq National Market are open for trading.

Notwithstanding these alternative arrangements, discontinuance of the publication of the Biotech-Pharmaceutical Index may adversely affect trading in the Notes.

Events of Default and Acceleration

In case an Event of Default with respect to any Notes has occurred and is continuing, the amount payable to a beneficial owner of a Note upon any acceleration permitted by the Notes, with respect to each Unit, will be equal to the Redemption Amount, if any, calculated as though the date of early repayment were the stated maturity date of the Notes. See the section entitled “—Payment at maturity” in this prospectus supplement. If a bankruptcy proceeding is commenced in respect of ML&Co., the claim of the beneficial owner of a Note may be limited, under Section 502(b)(2) of Title 11 of the United States Code, to the original public offering price of the Note plus an additional amount of contingent interest calculated as though the date of the commencement of the proceeding was the maturity date of the Notes.

In case of default in payment of the Notes, whether at their stated maturity or upon exchange or acceleration, from and after the maturity date the Notes will bear interest, payable upon demand of their beneficial owners, at the rate of % per year to the extent that payment of any interest is legally enforceable on the unpaid amount due and payable on that date in accordance with the terms of the Notes to the date payment of that amount has been made or duly provided for.

Depository

Description of the Global Securities

Upon issuance, all Notes will be represented by one or more fully registered global securities. Each global security will be deposited with, or on behalf of, DTC (DTC, together with any successor, being a “depository”), as depository, registered in the name of Cede & Co., DTC’s partnership nominee. Unless and until it is exchanged in whole or in part for Notes in definitive form, no global security may be transferred except as a whole by the depository to a nominee of the depository or by a nominee of the depository to the depository or another nominee of the depository or by the depository or any nominee to a successor of the depository or a nominee of that successor.

So long as DTC, or its nominee, is a registered owner of a global security, DTC or its nominee, as the case may be, will be considered the sole owner or holder of the Notes represented by the global security for all purposes under the 1983 Indenture. Except as provided below, the beneficial owners of the Notes represented by a global security will not be entitled to have the Notes represented by a global security registered in their names,

Table of Contents

will not receive or be entitled to receive physical delivery of the Notes in definitive form and will not be considered the owners or holders of the Notes including for purposes of receiving any reports delivered by ML&Co. or the trustee under the 1983 Indenture. Accordingly, each person owning a beneficial interest in a global security must rely on the procedures of DTC and, if that person is not a participant of DTC, on the procedures of the participant through which that person owns its interest, to exercise any rights of a holder under the 1983 Indenture. ML&Co. understands that under existing industry practices, in the event that ML&Co. requests any action of holders or that an owner of a beneficial interest in a global security desires to give or take any action which a holder is entitled to give or take under the 1983 Indenture, DTC would authorize the participants holding the relevant beneficial interests to give or take that action, and those participants would authorize beneficial owners owning through those participants to give or take that action or would otherwise act upon the instructions of beneficial owners. Conveyance of notices and other communications by DTC to participants, by participants to indirect participants and by participants and indirect participants to beneficial owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

DTC Procedures

The following is based on information furnished by DTC:

DTC will act as securities depository for the Notes. The Notes will be issued as fully registered securities registered in the name of Cede & Co. (DTC's partnership nominee). One or more fully registered global securities will be issued for the Notes in the aggregate original public offering price of such issue, and will be deposited with DTC.

DTC is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934, as amended. DTC holds securities that its participants deposit with DTC. DTC also facilitates the settlement among participants of securities transactions, such as transfers and pledges, in deposited securities through electronic computerized book-entry changes in participants' accounts, thereby eliminating the need for physical movement of securities certificates. Direct participants of DTC include securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations. DTC is owned by a number of its direct participants and by the NYSE, the AMEX, and the National Association of Securities Dealers, Inc. Access to DTC's system is also available to others such as securities brokers and dealers, banks and trust companies that clear through or maintain a custodial relationship with a direct participant, either directly or indirectly. The rules applicable to DTC and its participants are on file with the SEC.

Purchases of Notes under DTC's system must be made by or through direct participants, which will receive a credit for the Notes on DTC's records. The ownership interest of each beneficial owner is in turn to be recorded on the records of direct and indirect participants. Beneficial owners will not receive written confirmation from DTC of their purchase, but beneficial owners are expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the direct or indirect participants through which the beneficial owner entered into the transaction. Transfers of ownership interests in the Notes are to be made by entries on the books of participants acting on behalf of beneficial owners.

To facilitate subsequent transfers, all Notes deposited with DTC are registered in the name of DTC's partnership nominee, Cede & Co. The deposit of Notes with DTC and their registration in the name of Cede & Co. effect no change in beneficial ownership. DTC has no knowledge of the actual beneficial owners of the Notes; DTC's records reflect only the identity of the direct participants to whose accounts such Notes are credited, which may or may not be the beneficial owners. The participants will remain responsible for keeping account of their holdings on behalf of their customers.

Table of Contents

Conveyance of notices and other communications by DTC to direct participants, by direct participants to indirect participants, and by direct participants and indirect participants to beneficial owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

Neither DTC nor Cede & Co. will consent or vote with respect to the Notes. Under its usual procedures, DTC mails an omnibus proxy to ML&Co. as soon as possible after the applicable record date. The omnibus proxy assigns Cede & Co.'s consenting or voting rights to those direct participants identified in a listing attached to the omnibus proxy to whose accounts the Notes are credited on the record date.

Principal, premium, if any, and/or interest, if any, payments made in cash on the Notes will be made in immediately available funds to DTC. DTC's practice is to credit direct participants' accounts on the applicable payment date in accordance with their respective holdings shown on the depository's records unless DTC has reason to believe that it will not receive payment on that date. Payments by participants to beneficial owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name", and will be the responsibility of that participant and not of DTC, the trustee or ML&Co., subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal, premium, if any, and/or interest, if any, to DTC is the responsibility of ML&Co. or the trustee, disbursement of those payments to direct participants shall be the responsibility of DTC, and disbursement of any payments to the beneficial owners will be the responsibility of direct participants and indirect participants.

Exchange for Certificated Securities

If:

- the depository is at any time unwilling or unable to continue as depository and a successor depository is not appointed by ML&Co. within 60 days,
- ML&Co. executes and delivers to the trustee a company order to the effect that the global securities shall be exchangeable, or
- an Event of Default under the 1983 Indenture has occurred and is continuing with respect to the Notes,

the global securities will be exchangeable for Notes in definitive form of like tenor in whole Units and multiples of Units. The definitive Notes will be registered in the name or names as the depository shall instruct the trustee. It is expected that instructions may be based upon directions received by the depository from participants with respect to ownership of beneficial interests in the global securities.

DTC may discontinue providing its services as securities depository with respect to the Notes at any time by giving reasonable notice to ML&Co. or the trustee. Under these circumstances, in the event that a successor securities depository is not obtained, Notes are required to be printed and delivered.

ML&Co. may decide to discontinue use of the system of book-entry transfers through DTC or a successor securities depository. In that event, Notes will be printed and delivered.

The information in this section concerning DTC and DTC's system has been obtained from sources that ML&Co. believes to be reliable, but ML&Co. takes no responsibility for its accuracy.

Same-Day Settlement and Payment

Settlement for the Notes will be made by the underwriter in immediately available funds. ML&Co. will make all payments in immediately available funds so long as the Notes are maintained in book-entry form.

THE BIOTECH-PHARMACEUTICAL INDEX

Biotech-Pharmaceutical Index

The Biotech-Pharmaceutical Index is calculated and disseminated by the AMEX under the symbol “BPI”. The Biotech-Pharmaceutical Index is an index which reflects the total return of the Amex Biotechnology Index and the Amex Pharmaceutical Index, as described below. Initially, the Underlying Indices were set to have a weighting of 50% of the Biotech-Pharmaceutical Index. The Biotech-Pharmaceutical Index is rebalanced annually so that each Underlying Index represents approximately an equal percentage of the Biotech-Pharmaceutical Index value, as described below. On any Business Day, the value of the Biotech-Pharmaceutical Index equals (i) the sum of the values of each Underlying Index multiplied by its Multiplier, plus (ii) an amount reflecting Current Quarter Dividends (as defined below), and less (iii) a pro rata portion of the annual Index Adjustment Factor. The Index Adjustment Factor is 1.5% per annum and reduces the value of the Biotech-Pharmaceutical Index each day by the pro rata amount. The AMEX currently uses an index divisor to represent the application of the pro rata portion of the Index Adjustment Factor to the Biotech-Pharmaceutical Index. As a result, the value of the Biotech-Pharmaceutical Index is obtained by adding the sum of the values of each Underlying Index multiplied by its Multiplier to the value of any Current Quarter Dividends, as described above, and dividing by the current index divisor. As of September 11, 2002, the index divisor for the Biotech-Pharmaceutical Index, as obtained from the AMEX, was 1.009041. The AMEX will generally calculate and disseminate the value of the Biotech-Pharmaceutical Index at approximately 15-second intervals during the AMEX’s business hours and at the end of each Index Business Day via the Consolidated Tape Association’s Network B.

Annual Biotech-Pharmaceutical Index Rebalancing

As of the close of business on each Anniversary Date the Biotech-Pharmaceutical Index will be rebalanced so that each Underlying Index represents approximately an equal percentage of the value of the Biotech-Pharmaceutical Index on such Anniversary Date. The “Anniversary Date” means the anniversary of February 4, 2002, the date the Biotech-Pharmaceutical Index was first calculated and disseminated, provided, however, that if the date is not an Index Business Day or a Market Disruption Event occurs on that date, then the Anniversary Date for that year will be the immediately succeeding Index Business Day on which a Market Disruption Event does not occur. The “Multiplier” for each Underlying Index will be determined by the AMEX based upon the closing value of that Underlying Index on the Anniversary Date, so that each Underlying Index represents approximately an equal percentage of the Biotech-Pharmaceutical Index value in effect at the close of business on the applicable date. As an example, assuming no dividends have been paid during the current quarter, if the value of the Biotech-Pharmaceutical Index at the close of business on an Anniversary Date equaled 200, then each of the Underlying Indices would be allocated a portion of the value of the Biotech-Pharmaceutical Index equal to 100; and if, for example, the closing market price of one Underlying Index on the Anniversary Date was 160, the applicable Multiplier would be reset to 0.625. Conversely, if the Biotech-Pharmaceutical Index value equaled 80, then each of the Underlying Indices would be allocated a portion of the value of the Biotech-Pharmaceutical Index equal to 40; and if the closing market price of one Underlying Index on the Anniversary Date was 20, the applicable Multiplier would be reset to 2.

Amex Biotechnology Index

The Amex Biotechnology Index is designed to measure the performance of a cross section of companies in the biotechnology industry that are primarily involved in the use of biological processes to develop products or provide services. The Amex Biotechnology Index is equal-dollar weighted, designed to ensure that each of its component securities is represented in approximate equal dollar value. Equal-dollar weighting was established by designating the number of shares of each component security that represented approximately \$10,000 in market value, based on closing prices on October 18, 1991 (e.g., a stock that closed at \$20 per share would be represented in the Amex Biotechnology Index by 500 shares for a total market value of \$10,000). The aggregate value of the stocks was reduced by a divisor to establish an index benchmark value of 200.00. As of September 11, 2002 the index divisor for the Amex Biotechnology Index was 750.0350388. To ensure that each component stock continues to represent approximate equal market value, adjustments are made quarterly after the close of

Table of Contents

trading on the third Friday of January, April, July and October. The following is a list of the companies included in the Amex Biotechnology Index, their trading symbols and index weight as of September 11, 2002: Affymetrix, Inc. (AFFX) (6.51%); Amgen Inc. (AMGN) (7.06%); Applera Corporation (CRA) (4.81%); Biogen, Inc. (BGEN) (6.00%); Cephalon, Inc. (CEPH) (5.65%); Chiron Corporation (CHIR) (7.19%); Enzon, Inc. (ENZN) (5.39%); Genentech, Inc. (DNA) (5.21%); Genzyme Corporation (GENZ) (5.91%); Gilead Sciences, Inc. (GILD) (5.64%); Human Genome Sciences, Inc. (HGSI) (5.02%); IDEC Pharmaceuticals Corporation (IDPH) (6.18%); Invitrogen Corporation (IVGN) (6.46%); Medimmune, Inc. (MEDI) (5.33%); Millennium Pharmaceuticals, Inc. (MLNM) (5.87%); Protein Design Labs, Inc. (PDLI) (4.71%) and Vertex Pharmaceuticals Incorporated (VRTX) (7.08%).

Amex Pharmaceutical Index

The Amex Pharmaceutical Index is designed to represent a cross section of widely held, highly capitalized companies involved in various phases of the pharmaceutical industry. The Amex Pharmaceutical Index is a capitalization-weighted index reflecting the total market value of fifteen stocks. The Amex Pharmaceutical Index was developed with a base value of 200 as of July 31, 1991. A two-for-one split of the Amex Pharmaceutical Index occurred on March 23, 1999. As of September 11, 2002 the index divisor for the Amex Pharmaceutical Index was 3,542,768,433.79388. The following is a list of the companies included in the Amex Pharmaceutical Index, their trading symbols and index weight as of September 11, 2002: Abbott Laboratories (ABT) (5.75%); Amgen Inc. (AMGN) (5.59%); AstraZeneca PLC (AZN) (5.29%); Bristol-Myers Squibb Company (BMY) (4.78%); Forest Laboratories, Inc. (FRX) (1.31%); GlaxoSmithKline plc (GSK) (11.42%); IVAX Corporation (IVX) (0.26%); Johnson & Johnson (JNJ) (15.95%); King Pharmaceuticals, Inc. (KG) (0.46%); Eli Lilly & Company (LLY) (6.23%); Merck & Co., Inc. (MRK) (10.72%); Pfizer Inc. (PFE) (18.39%); Pharmacia Corporation (PHA) (5.07%); Schering-Plough Corporation (SGP) (3.31%) and Wyeth (WYE) (5.49%).

Dividends

The current quarter dividend for any day for each Biotech-Pharmaceutical Company will be determined by the AMEX by taking the dividend amount per share paid by that Biotech-Pharmaceutical Company and (i) multiplying that number by the number of shares of that Biotech-Pharmaceutical Company's stock in the applicable Underlying Index on the relevant ex-dividend date; (ii) dividing that product by the index divisor applicable to that Underlying Index; and (iii) multiplying that quotient by the Multiplier applicable to that Underlying Index on the ex-dividend date. "Current Quarter Dividends" will be determined by the AMEX and will equal the sum of the results obtained from the above formula for each dividend paid during the Current Calendar Quarter by each Biotech-Pharmaceutical Company. "Current Quarter" shall mean the calendar quarter containing the day for which the applicable Current Quarter Dividends are being determined. As of September 11, 2002, Current Quarter Dividends, as obtained from the AMEX, amounted to \$0.209812. This amount, along with any other Current Quarter Dividends accumulated through and including September 30, 2002, will be allocated to the Underlying Indices prior to the opening of trading on October 1, 2002, as described below.

As of the first day of the start of each calendar quarter, the AMEX will allocate the Current Quarter Dividends as of the end of the immediately preceding calendar quarter to each Underlying Index. The Multiplier of each Underlying Index will be adjusted to reflect a reinvestment of such current quarter dividends into each Underlying Index based on the closing market price of the Underlying Index on the last Index Business Day in the immediately preceding calendar quarter.

Hypothetical and Historical Data on the Biotech-Pharmaceutical Index

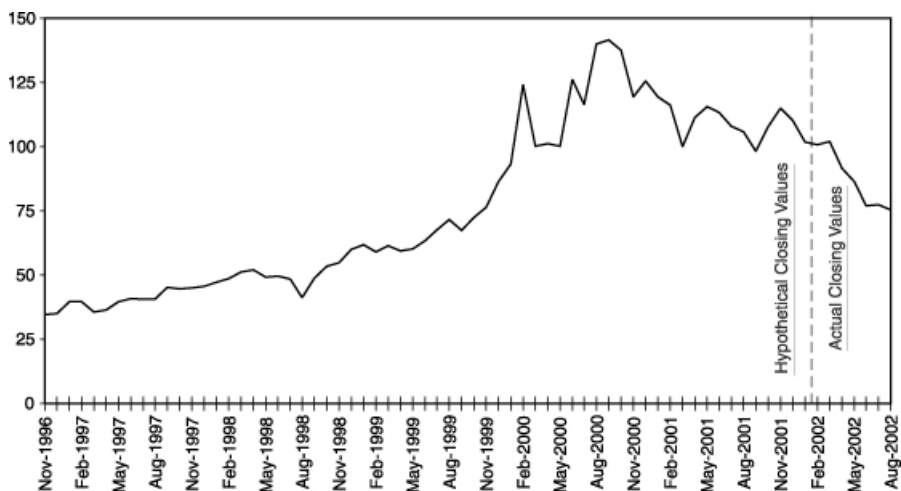
The following table sets forth the hypothetical value of the Biotech-Pharmaceutical Index at the end of each month in the period from November 1996 through January 2002 calculated as if the Biotech-Pharmaceutical Index had existed during that period and the actual month-end closing values of the Biotech-Pharmaceutical Index from February 2002 through August 2002. All hypothetical historical data presented in the following table were calculated by the AMEX and have been calculated hypothetically on the same basis that the Biotech-Pharmaceutical Index is currently calculated. The value of the Biotech-Pharmaceutical Index was set to 100 on

Table of Contents

February 4, 2002. We have provided this historical information to help you evaluate the behavior of the Biotech-Pharmaceutical Index in various economic environments; however, these historical data on the Biotech-Pharmaceutical Index are not indicative of the future performance of the Biotech-Pharmaceutical Index or what the value of the Notes may be. Any historical upward or downward trend in the level of the Biotech-Pharmaceutical Index during any period set forth below is not an indication that the Biotech-Pharmaceutical Index is more or less likely to increase or decrease at any time during the term of the Notes.

| | 1996 | 1997 | 1998 | 1999 | 2000 | 2001 | 2002 |
|-----------|-------|-------|-------|-------|--------|--------|--------|
| January | | 39.72 | 47.23 | 61.93 | 93.22 | 119.48 | 101.97 |
| February | | 39.76 | 48.77 | 59.02 | 124.34 | 116.33 | 100.96 |
| March | | 35.73 | 51.37 | 61.47 | 100.33 | 100.15 | 102.13 |
| April | | 36.44 | 52.02 | 59.43 | 101.37 | 111.52 | 91.77 |
| May | | 39.74 | 49.34 | 60.22 | 100.22 | 115.69 | 86.49 |
| June | | 40.84 | 49.68 | 63.47 | 126.31 | 113.58 | 77.03 |
| July | | 40.76 | 48.51 | 67.61 | 116.45 | 108.03 | 77.56 |
| August | | 40.64 | 41.24 | 71.75 | 140.00 | 105.82 | 75.44 |
| September | | 45.36 | 48.88 | 67.41 | 141.60 | 98.37 | |
| October | | 44.63 | 53.41 | 72.49 | 137.60 | 107.83 | |
| November | 34.76 | 45.10 | 54.98 | 76.45 | 119.44 | 115.01 | |
| December | 35.12 | 45.69 | 60.02 | 86.48 | 125.61 | 110.22 | |

The following graph sets forth the hypothetical and actual historical performance of the Biotech-Pharmaceutical Index presented in the table above. Past movements of the Biotech-Pharmaceutical Index are not indicative of the future Biotech-Pharmaceutical Index values. On September 11, 2002, the closing value of the Biotech-Pharmaceutical Index was 74.87.



License Agreement

The “Amex Biotechnology IndexSM” and “Amex Pharmaceutical IndexSM” are service marks of the AMEX and are used with the permission of the AMEX. The AMEX in no way sponsors, endorses or is otherwise involved in the Notes and disclaims any liability to any party for any inaccuracy in the data on which the Amex Biotechnology or Amex Pharmaceutical Index are based, for any mistakes, errors, or omissions in the calculation and/or dissemination of the Amex Biotechnology Index or Amex Pharmaceutical Index, or for the manner in which they are applied in connection with the Notes.

Unless otherwise stated, all information herein on the Biotech-Pharmaceutical Index, Amex Biotechnology Index and Amex Pharmaceutical Index is derived from the AMEX or other publicly available sources.

UNITED STATES FEDERAL INCOME TAXATION

The following discussion is based upon the opinion of Sidley Austin Brown & Wood LLP, counsel to ML&Co. (“Tax Counsel”). As the law applicable to the U.S. federal income taxation of instruments such as the Notes is technical and complex, the discussion below necessarily represents only a general summary. The following summary is based upon laws, regulations, rulings and decisions now in effect, all of which are subject to change (including changes in effective dates) or possible differing interpretations. It deals only with Notes held as capital assets and does not purport to deal with persons in special tax situations, such as financial institutions, insurance companies, regulated investment companies, dealers in securities or currencies, persons holding Notes as a hedge against currency risks, as a position in a “straddle” or as part of a “hedging” or “conversion” transaction for tax purposes, or persons whose functional currency is not the United States dollar. It also does not deal with holders other than original purchasers (except where otherwise specifically noted). Persons considering the purchase of the Notes should consult their own tax advisors concerning the application of United States federal income tax laws to their particular situations as well as any consequences of the purchase, ownership and disposition of the Notes arising under the laws of any other taxing jurisdiction.

As used herein, the term “U.S. Holder” means a beneficial owner of a Note that is for U.S. federal income tax purposes (i) a citizen or resident of the United States, (ii) a corporation or a partnership (including an entity treated as a corporation or a partnership for U.S. federal income tax purposes) created or organized in or under the laws of the United States, any state thereof or the District of Columbia (unless, in the case of a partnership, Treasury regulations are adopted that provide otherwise), (iii) an estate whose income is subject to U.S. federal income tax regardless of its source, (iv) a trust if a court within the United States is able to exercise primary supervision over the administration of the trust and one or more United States persons have the authority to control all substantial decisions of the trust, or (v) any other person whose income or gain in respect of a Note is effectively connected with the conduct of a United States trade or business. Certain trusts not described in clause (iv) above in existence on August 20, 1996 that elect to be treated as a United States person will also be a U.S. Holder for purposes of the following discussion. As used herein, the term “Non-U.S. Holder” means a beneficial owner of a Note that is not a U.S. Holder.

General

There are no statutory provisions, regulations, published rulings or judicial decisions addressing or involving the characterization and treatment, for U.S. federal income tax purposes, of the Notes or securities with terms substantially the same as the Notes. Accordingly, the proper U.S. federal income tax characterization and treatment of the Notes is uncertain. Pursuant to the terms of the Notes, ML&Co. and every holder of a Note agree (in the absence of an administrative determination or judicial ruling to the contrary) to characterize the Notes for all tax purposes as a pre-paid cash-settled forward contract linked to the value of the Biotech-Pharmaceutical Index. In the opinion of Tax Counsel, such characterization and tax treatment of the Notes, although not the only reasonable characterization and tax treatment, is based on reasonable interpretations of law currently in effect and, even if successfully challenged by the Internal Revenue Service (the “IRS”), will not result in the imposition of penalties. The treatment of the Notes described above is not, however, binding on the IRS or the courts. No statutory, judicial or administrative authority directly addresses the characterization of the Notes or instruments similar to the Notes for U.S. federal income tax purposes, and no ruling is being requested from the IRS with respect to the Notes.

Due to the absence of authorities that directly address instruments that are similar to the Notes, significant aspects of the U.S. federal income tax consequences of an investment in the Notes are not certain, and no assurance can be given that the IRS or the courts will agree with the characterization described above. Accordingly, prospective purchasers are urged to consult their own tax advisors regarding the U.S. federal income tax consequences of an investment in the Notes (including alternative characterizations of the Notes) and with respect to any tax consequences arising under the laws of any state, local or foreign taxing jurisdiction. Unless otherwise stated, the following discussion is based on the assumption that the treatment described above is accepted for U.S. federal income tax purposes.

[Table of Contents](#)

Tax Treatment of the Notes

Assuming the characterization of the Notes as set forth above, Tax Counsel believes that the following U.S. federal income tax consequences should result.

Tax Basis. A U.S. Holder's tax basis in a Note will equal the amount paid by the U.S. Holder to acquire the Note.

Payment on the Maturity Date. Upon the receipt of cash at maturity of the Notes, a U.S. Holder will recognize gain or loss. The amount of such gain or loss will be the extent to which the amount of the cash received differs from the U.S. Holder's tax basis in the Note. It is uncertain whether any such gain or loss would be treated as ordinary income or loss or capital gain or loss. Absent a future clarification in current law (by an administrative determination or judicial ruling), where required, ML&Co. intends to report any such gain or loss to the IRS in a manner consistent with the treatment of such gain or loss as capital gain or loss. If such gain or loss is treated as capital gain or loss, then any such gain or loss will generally be long-term capital gain or loss, as the case may be, if the U.S. Holder held the Note for more than one year at maturity. The deductibility of capital losses is subject to certain limitations.

Sale or Exchange of the Notes. Upon a sale or exchange of a Note prior to the maturity of the Notes, a U.S. Holder will generally recognize capital gain or loss equal to the difference between the amount realized on such sale or exchange and such U.S. Holder's tax basis in the Note so sold or exchanged. Capital gain or loss will generally be long-term capital gain or loss if the U.S. Holder held the Note for more than one year at the time of disposition. As discussed above, the deductibility of capital losses is subject to certain limitations.

Possible Alternative Tax Treatments of an Investment in the Notes

Due to the absence of authorities that directly address the proper characterization of the Notes, no assurance can be given that the IRS will accept, or that a court will uphold, the characterization and tax treatment described above. In particular, the IRS could seek to analyze the U.S. federal income tax consequences of owning the Notes under Treasury regulations governing contingent payment debt instruments (the "Contingent Payment Regulations").

If the IRS were successful in asserting that the Contingent Payment Regulations applied to the Notes, the timing and character of income thereon would be significantly affected. Among other things, a U.S. Holder would be required to accrue original issue discount on the Notes every year at a "comparable yield" for us, determined at the time of issuance of the Notes. Furthermore, any gain realized at maturity or upon a sale or other disposition of the Notes would generally be treated as ordinary income, and any loss realized at maturity would be treated as ordinary loss to the extent of the U.S. Holder's prior accruals of original issue discount and capital loss thereafter.

Even if the Contingent Payment Regulations do not apply to the Notes, other alternative U.S. federal income tax characterizations or treatments of the Notes may also be possible, and if applied could also affect the timing and the character of the income or loss with respect to the Notes. Accordingly, prospective purchasers are urged to consult their tax advisors regarding the U.S. federal income tax consequences of an investment in the Notes.

Non-U.S. Holders

Based on the treatment of each Note as a pre-paid cash-settled forward contract linked to the value of the Biotech-Pharmaceutical Index, in the case of a non-U.S. Holder, a payment made with respect to a Note on the maturity date or upon exchange will not be subject to United States withholding tax, provided that such non-U.S. Holder complies with applicable certification requirements and that such payments are not effectively

Table of Contents

connected with a United States trade or business of such non-U.S. Holder. Any capital gain realized upon the sale, exchange or other disposition of a Note by a non-U.S. Holder will generally not be subject to U.S. federal income tax if (i) such gain is not effectively connected with a United States trade or business of such non-U.S. Holder and (ii) in the case of an individual non-U.S. Holder, such individual is not present in the United States for 183 days or more in the taxable year of the sale or other disposition, or the gain is not attributable to a fixed place of business maintained by such individual in the United States and such individual does not have a “tax home” (as defined for U.S. federal income tax purposes) in the United States.

As discussed above, alternative characterizations of the Notes for U.S. federal income tax purposes are possible. Should an alternative characterization of the Notes, by reason of a change or clarification of the law, by regulation or otherwise, cause payments with respect to the Notes to become subject to withholding tax, ML&Co. will withhold tax at the applicable statutory rate. Prospective non-U.S. Holders of the Notes should consult their own tax advisors in this regard.

Backup Withholding and Information Reporting

A beneficial owner of a Note may be subject to information reporting and to backup withholding at the applicable statutory rate of U.S. federal income tax on certain amounts paid to the beneficial owner unless such beneficial owner provides proof of an applicable exemption or a correct taxpayer identification number, and otherwise complies with applicable requirements of the backup withholding rules.

Any amounts withheld under the backup withholding rules from a payment to a beneficial owner would be allowed as a refund or a credit against such beneficial owner’s U.S. federal income tax provided the required information is furnished to the IRS.

ERISA CONSIDERATIONS

Each fiduciary of a pension, profit-sharing or other employee benefit plan (a “plan”) subject to the Employee Retirement Income Security Act of 1974, as amended (“ERISA”), should consider the fiduciary standards of ERISA in the context of the plan’s particular circumstances before authorizing an investment in the Notes. Accordingly, among other factors, the fiduciary should consider whether the investment would satisfy the prudence and diversification requirements of ERISA and would be consistent with the documents and instruments governing the plan, and whether the investment would involve a prohibited transaction under Section 406 of ERISA or Section 4975 of the Internal Revenue Code (the “Code”).

Section 406 of ERISA and Section 4975 of the Code prohibit plans, as well as individual retirement accounts and Keogh plans subject to Section 4975 of the Internal Revenue Code (also “plans”) from engaging in certain transactions involving “plan assets” with persons who are “parties in interest” under ERISA or “disqualified persons” under the Code (“parties in interest”) with respect to the plan or account. A violation of these prohibited transaction rules may result in civil penalties or other liabilities under ERISA and/or an excise tax under Section 4975 of the Code for those persons, unless exemptive relief is available under an applicable statutory, regulatory or administrative exemption. Certain employee benefit plans and arrangements including those that are governmental plans (as defined in section 3(32) of ERISA), certain church plans (as defined in Section 3(33) of ERISA) and foreign plans (as described in Section 4(b)(4) of ERISA) (“non-ERISA arrangements”) are not subject to the requirements of ERISA or Section 4975 of the Code but may be subject to similar provisions under applicable federal, state, local, foreign or other regulations, rules or laws (“similar laws”).

The acquisition of the Notes by a plan with respect to which we, MLPF&S, or certain of our affiliates is or becomes a party in interest may constitute or result in prohibited transaction under ERISA or Section 4975 of the Code, unless those Notes are acquired pursuant to and in accordance with an applicable exemption. The U.S.

Table of Contents

Department of Labor has issued five prohibited transaction class exemptions, or “PTCEs”, that may provide exemptive relief if required for direct or indirect prohibited transactions that may arise from the purchase or holding of the Notes. These exemptions are:

- (1) PTCE 84-14, an exemption for certain transactions determined or effected by independent qualified professional asset managers;
- (2) PTCE 90-1, an exemption for certain transactions involving insurance company pooled separate accounts;
- (3) PTCE 91-38, an exemption for certain transactions involving bank collective investment funds;
- (4) PTCE 95-60, an exemption for transactions involving certain insurance company general accounts; and
- (5) PTCE 96-23, an exemption for plan asset transactions managed by in-house asset managers.

The Notes may not be purchased or held by (1) any plan, (2) any entity whose underlying assets include “plan assets” by reason of any plan’s investment in the entity (a “plan asset entity”) or (3) any person investing “plan assets” of any plan, unless in each case the purchaser or holder is eligible for the exemptive relief available under one or more of the PTCEs listed above or another applicable similar exemption. Any purchaser or holder of the Notes or any interest in the Notes will be deemed to have represented by its purchase and holding of the Notes that it either (1) is not a plan or a plan asset entity and is not purchasing those Notes on behalf of or with “plan assets” of any plan or plan asset entity or (2) with respect to the purchase or holding, is eligible for the exemptive relief available under any of the PTCEs listed above or another applicable exemption. In addition, any purchaser or holder of the Notes or any interest in the Notes which is a non-ERISA arrangement will be deemed to have represented by its purchase and holding of the Notes that its purchase and holding will not violate the provisions of any similar law.

Due to the complexity of these rules and the penalties that may be imposed upon persons involved in non-exempt prohibited transactions, it is important that fiduciaries or other persons considering purchasing the Notes on behalf of or with “plan assets” of any plan, plan asset entity or non-ERISA arrangement consult with their counsel regarding the availability of exemptive relief under any of the PTCEs listed above or any other applicable exemption, or the potential consequences of any purchase or holding under similar laws, as applicable.

USE OF PROCEEDS AND HEDGING

The net proceeds from the sale of the Notes will be used as described under “Use of Proceeds” in the accompanying prospectus and to hedge market risks of ML&Co. associated with its obligation to pay the Redemption Amount.

WHERE YOU CAN FIND MORE INFORMATION

We file reports, proxy statements and other information with the SEC. Our SEC filings are also available over the Internet at the SEC’s web site at <http://www.sec.gov>. The address of the SEC’s Internet site is provided solely for the information of prospective investors and is not intended to be an active link. You may also read and copy any document we file at the SEC’s public reference rooms in Washington, D.C., New York, New York and Chicago, Illinois. Please call the SEC at 1-800-SEC-0330 for more information on the public reference rooms and their copy charges. You may also inspect our SEC reports and other information at the New York Stock Exchange, Inc., 20 Broad Street, New York, New York 10005.

We have filed a registration statement on Form S-3 with the SEC covering the Notes and other securities. For further information on ML&Co. and the Notes, you should refer to our registration statement and

Table of Contents

its exhibits. The prospectus accompanying this prospectus supplement summarizes material provisions of contracts and other documents that we refer you to. Because the prospectus may not contain all the information that you may find important, you should review the full text of these documents. We have included copies of these documents as exhibits to our registration statement.

You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not, and the underwriter has not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriter is not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted.

You should assume that the information appearing in this prospectus supplement and the accompanying prospectus is accurate as of the date on the front cover of this prospectus supplement only. Our business, financial condition and results of operations may have changed since that date.

UNDERWRITING

MLPF&S has agreed, subject to the terms and conditions of the underwriting agreement and a terms agreement, to purchase from ML&Co. \$ _____ aggregate original public offering price of Notes. The underwriting agreement provides that the obligations of the underwriter are subject to certain conditions and that the underwriter will be obligated to purchase all of the Notes if any are purchased. ML&Co. has entered into an arrangement with one of its subsidiaries to hedge the market risks associated with ML&Co.'s obligation to pay amounts due at maturity on the Notes. In connection with the arrangement, this subsidiary will pay MLPF&S, the underwriter, \$.10 per Unit as part of the underwriting fee.

The Notes are ineligible assets in MLPF&S' asset-based brokerage service Unlimited Advantage, which means that purchasers will not pay Unlimited Advantage annual asset-based fees on the Notes but will pay commissions on any secondary market purchases and sales of the Notes.

The underwriter has advised ML&Co. that it proposes initially to offer all or part of the Notes directly to the public at the offering prices set forth on the cover page of this prospectus supplement. After the initial public offering, the public offering prices may be changed. The underwriter is offering the Notes subject to receipt and acceptance and subject to the underwriter's right to reject any order in whole or in part. Proceeds to be received by ML&Co. will be net of the underwriting fee and expenses payable by ML&Co.

In addition to the compensation paid at the time of the original sale of the Notes, the underwriter will pay an additional amount on each anniversary of the Pricing Date in 2003 through 2006 to brokers whose client accounts purchased the Notes in the initial distribution and who continue to hold their Notes. This additional amount will equal 1% per Unit based on the Redemption Amount of the Notes calculated as if the applicable anniversary of the Pricing Date is the maturity date and the Ending Value is equal to the closing value of the Biotech-Pharmaceutical Index on that date. Also, MLPF&S may from time to time pay additional amounts to brokers whose client accounts purchased Notes in the secondary market and continue to hold those Notes.

MLPF&S, a broker-dealer subsidiary of ML&Co., is a member of the National Association of Securities Dealers, Inc. and will participate in distributions of the Notes. Accordingly, offerings of the Notes will conform to the requirements of Rule 2720 of the Conduct of Rules of the NASD.

The underwriter is permitted to engage in certain transactions that stabilize the price of the Notes. These transactions consist of bids or purchases for the purpose of pegging, fixing or maintaining the price of the Notes.

Table of Contents

If the underwriter creates a short position in the Notes in connection with the offering, i.e., if it sells more Notes than are set forth on the cover page of this prospectus supplement, the underwriter may reduce that short position by purchasing Notes in the open market. In general, purchases of a security for the purpose of stabilization or to reduce a short position could cause the price of the security to be higher than it might be in the absence of these purchases. “Naked” short sales are sales in excess of the underwriter’s overallocation option or, where no overallocation exists, sales in excess of the number of units an underwriter has agreed to purchase from the issuer. Because MLPF&S, as underwriter for the Notes, has no overallocation option, it would be required to close out a short position in the Notes by purchasing Notes in the open market. Neither ML&Co. nor the underwriter makes any representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of the Notes. In addition, neither ML&Co. nor the underwriter makes any representation that the underwriter will engage in these transactions or that these transactions, once commenced, will not be discontinued without notice.

MLPF&S may use this prospectus supplement and the accompanying prospectus for offers and sales related to market-making transactions in the Notes. MLPF&S may act as principal or agent in these transactions, and the sales will be made at prices related to prevailing market prices at the time of sale.

VALIDITY OF THE NOTES

The validity of the Notes will be passed upon for ML&Co. and for the underwriter by Sidley Austin Brown & Wood LLP, New York, New York.

EXPERTS

The consolidated financial statements and the related financial statement schedule incorporated in this prospectus by reference from the Annual Report on Form 10-K of Merrill Lynch & Co., Inc. and subsidiaries for the year ended December 28, 2001 have been audited by Deloitte & Touche LLP, independent auditors, as stated in their reports, which are incorporated herein by reference, and have been so incorporated in reliance upon the reports of such firm given upon their authority as experts in accounting and auditing.

With respect to the unaudited condensed consolidated financial statements for the periods ended March 29, 2002 and March 30, 2001 and June 28, 2002 and June 29, 2001 which are incorporated herein by reference, Deloitte & Touche LLP have applied limited procedures in accordance with professional standards for a review of such information. However, as stated in their reports included in Merrill Lynch & Co., Inc. and subsidiaries Quarterly Reports on Form 10-Q for the quarters ended March 29, 2002 and June 28, 2002 and incorporated by reference herein, they did not audit and they do not express an opinion on those unaudited condensed consolidated financial statements. Accordingly, the degree of reliance on their reports on such information should be restricted in light of the limited nature of the review procedures applied. Deloitte & Touche LLP are not subject to the liability provisions of Section 11 of the Securities Act of 1933 for their reports on the unaudited condensed consolidated financial statements because those reports are not “reports” or a “part” of the registration statement prepared or certified by an accountant within the meaning of Sections 7 and 11 of the Act.

INDEX OF DEFINED TERMS

| | <u>Page</u> |
|----------------------------------|-------------|
| Anniversary Date | S-19 |
| Biotech-Pharmaceutical Companies | S-9 |
| Biotech-Pharmaceutical Stocks | S-6 |
| Business Day | S-16 |
| Calculation Day | S-12 |
| Calculation Period | S-12 |
| Code | S-24 |
| Contingent Payment Regulations | S-23 |
| Current Quarter | S-20 |
| Current Quarter Dividends | S-20 |
| depository | S-16 |
| DTC | S-4 |
| Ending Value | S-4 |
| ERISA | S-24 |
| Exchange Amount | S-5 |
| Exchange Date | S-13 |
| Exchange Notice Period | S-13 |
| Index Adjustment Factor | S-5 |
| Index Business Day | S-13 |
| IRS | S-22 |
| Market Disruption Event | S-15 |
| ML&Co. | S-4 |
| MLPF&S | S-4 |
| Multiplier | S-19 |
| non-ERISA arrangements | S-24 |
| Non-U.S. Holder | S-22 |
| Notes | S-1 |
| parties in interest | S-24 |
| plan | S-24 |
| plan asset entity | S-25 |
| plans | S-24 |
| Pricing Date | S-4 |
| PTCEs | S-24 |
| Redemption Amount | S-4 |
| similar laws | S-24 |
| Starting Value | S-4 |
| successor index | S-15 |
| Tax Counsel | S-22 |
| Underlying Indices | S-4 |
| Unit | S-4 |
| U.S. Holder | S-22 |
| WSJ | S-16 |



1,000,000 Units

Merrill Lynch & Co., Inc.

**Strategic Return NotesSM
Linked to the Biotech-Pharmaceutical Index
due September , 2007
(the "Notes")**

\$10 original public offering price per Unit

PROSPECTUS SUPPLEMENT

Merrill Lynch & Co.

September , 2002

"Strategic Return Notes" is a service mark of Merrill Lynch & Co., Inc.
