

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A/A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Merrill Lynch & Co., Inc.

(Exact name of registrant as specified in its charter)

Delaware

13-2740599

(State of incorporation or organization)

(I.R.S. employer
identification no.)

World Financial Center
North Tower
250 Vesey Street
New York, New York

10281

(Address of principal executive offices)

(zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered

Name of each exchange on which
each class is to be registered

Structured Yield Product
Exchangeable for Stock,
6% STRYPES Due June 1, 1999

New York Stock Exchange

If this Form relates to the registration of a class of debt securities and is effective upon filing pursuant to General Instruction A.(c)(1), please check the following box. []

If this Form relates to the registration of a class of debt securities and is to become effective simultaneously with the effectiveness of a concurrent registration statement under the Securities Act of 1933 pursuant to General Instruction A.(c)(2), please check the following box. [X]

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of class)

Item 1. Description of Registrant's Securities to be Registered.

The description of the Structured Yield Product Exchangeable for Stock(SM), 6% STRYPES Due June 1, 1999 (the "STRYPES") of Merrill Lynch & Co., Inc., included under the captions "Supplemental Description of the STRYPES" and "Description of the STRYPES" in the Preliminary Prospectus Supplement and Preliminary Prospectus, respectively, contained in the Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 (No. 33-65135), as originally filed with the Securities and Exchange Commission (the "Commission") on May 9, 1996, is hereby incorporated by reference. In addition, the description of the STRYPES, included under the captions "Supplemental Description of the STRYPES" and "Description of the STRYPES" in any Prospectus Supplement and Prospectus, respectively, relating to such Registration Statement filed with the Commission by the Registrant pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall be deemed to be incorporated by reference herein.

Item 2. Exhibits.

The following exhibits are filed with, or incorporated by reference in, this Registration Statement.

99(a) Senior Indenture, dated as of April 1, 1983, as amended and restated, between the Company and Chemical Bank (successor by merger to Manufacturers Hanover Trust

Company), incorporated herein by reference to Exhibit 99(c) to Registrant's Registration Statement on Form 8-A dated July 20, 1992.

- 99(b) Form of Eighth Supplemental Indenture to the Senior Indenture between the Company and Chemical Bank (successor by merger to Manufacturers Hanover Trust Company), incorporated herein by reference to Exhibit 4(b) to Registrant's Current Report on Form 8-K dated May 28, 1996.
- 99(c) Form of Certificate representing the STRYPES, incorporated herein by reference to Exhibit 4(c) to Registrant's Current Report on Form 8-K dated May 28, 1996.

Other securities issued by Merrill Lynch & Co., Inc. are listed on the New York Stock Exchange.

(SM) Service mark of Merrill Lynch & Co., Inc.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

MERRILL LYNCH & CO., INC.

By: /s/ Gregory T. Russo

Gregory T. Russo
Secretary

Date: May 28, 1996

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

MERRILL LYNCH & CO., INC.

EXHIBITS
TO
FORM 8-A/A DATED MAY 28, 1996

Commission File No. 1-7182

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Exhibit No.

Page No.

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99(c)

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