

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

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

<S>	<C>	<C>
MERRILL LYNCH & CO., INC. (Exact name of registrant as specified in its charter) DELAWARE (State or other jurisdiction of incorporation or organization) 13-2740599 (I.R.S. employer identification number)	MERRILL LYNCH PREFERRED FUNDING III, L.P. (Exact name of registrant as specified in its certificate of limited partnership) DELAWARE (State or other jurisdiction of incorporation or organization) 13-3982448 (I.R.S. employer identification number)	MERRILL LYNCH PREFERRED CAPITAL TRUST III (Exact name of registrant as specified in its certificate of trust) DELAWARE (State or other jurisdiction of incorporation or organization) 13-7139561 (I.R.S. employer identification number)

World Financial Center
North Tower
New York, New York 10281
(Address of principal executive offices, including zip code)

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. ()

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 -----
Trust Originated Preferred Securities of Merrill Lynch Preferred Capital Trust III (and the Guarantee with respect thereto)	New York Stock Exchange, Inc.
Partnership Preferred Securities of Merrill Lynch Preferred Funding III, L.P. (and the Guarantee with respect thereto)	New York Stock Exchange, Inc.

Securities to be registered pursuant to Section 12(g) of the Act:
None

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The class of securities to be registered hereby consist
of (i) the 7% Trust Originated Preferred SecuritiesSM (the
"TOPrS(SM)" or "Trust Preferred Securities"), representing
undivided beneficial ownership interests in the assets of Merrill
Lynch Preferred Capital Trust III, a statutory business trust
formed under the laws of the State of Delaware (the "Trust"),
together with the Trust Preferred Securities Guarantee by Merrill
Lynch & Co., Inc., a Delaware corporation, in favor of the
holders of the Trust Preferred Securities, and (ii) the 7%
Partnership Preferred Securities (the "Partnership Preferred

Securities"), representing limited partner interests of Merrill Lynch Preferred Funding III, L.P., a Delaware limited partnership (the "Partnership"), together with the Partnership Preferred Securities Guarantee by Merrill Lynch & Co., Inc., a Delaware corporation, in favor of the holders of the Partnership Preferred Securities.

For a description of the Trust Preferred Securities, reference is made to the information set forth under the headings "Description of the Trust Preferred Securities" and "Description of the Trust Guarantee" in the Registration Statement on Form S-3 (Registration No. 333-42859) filed with the Securities and Exchange Commission (the "Commission") on December 19, 1997 under the Securities Act of 1933, as amended (the "Act"), Amendment No. 1 thereto filed with the Commission on January 5, 1998 and Amendment No. 2 thereto filed with the Commission on January 9, 1998 (such Registration Statement, as so amended, being hereinafter referred to as the "Registration Statement"), which description is incorporated herein by reference. For a description of the Partnership Preferred Securities, reference is made to the information set forth under the headings "Description of the Partnership Preferred Securities" and "Description of the Partnership Guarantee" in the Registration Statement, which description is incorporated herein by reference. Definitive copies of the prospectus describing the terms of the Trust Preferred Securities and Partnership Preferred Securities will be filed pursuant to Rule 424(b) under the Act and shall be deemed to be incorporated herein by reference.

ITEM 2. EXHIBITS.

- 2.1 Certificate of Trust dated December 19, 1997 of Merrill Lynch Preferred Capital Trust III (incorporated herein by reference to Exhibit 4.1 to the Registration Statement).
- 2.2 Form of Amended and Restated Declaration of Trust of Merrill Lynch Preferred Capital Trust III (incorporated by reference to Exhibit 4.2 to the Registration Statement).
- 2.3 Certificate of Limited Partnership dated as of December 19, 1997 of Merrill Lynch Preferred Funding III, L.P. (incorporated by reference to Exhibit 4.3 to the Registration Statement).
- 2.4 Form of Amended and Restated Limited Partnership Agreement of Merrill Lynch Preferred Funding III, L.P. (incorporated by reference to Exhibit 4.4 to the Registration Statement).
- 2.5 Form of Trust Preferred Securities Guarantee Agreement between Merrill Lynch & Co., Inc. and The Chase Manhattan Bank, as guarantee trustee (incorporated by reference to Exhibit 4.5 to the Registration Statement).
- 2.6 Form of Partnership Preferred Securities Guarantee Agreement by Merrill Lynch & Co., Inc. and The Chase Manhattan Bank, as guarantee trustee (incorporated by reference to Exhibit 4.6 to the Registration Statement).
- 2.7 Form of Subordinated Debenture Indenture between Merrill Lynch & Co., Inc. and The Chase Manhattan Bank, as trustee (incorporated by reference to Exhibit 4.7 to the Registration Statement).
- 2.8 Form of Affiliate Debenture Guarantee Agreement between Merrill Lynch & Co., Inc. and The Chase Manhattan Bank, as guarantee trustee (incorporated by reference to Exhibit 4.8 to the Registration Statement).
- 2.9 Form of Trust Preferred Security (included in Exhibit 2.2 above).
- 2.10 Form of Partnership Preferred Security (included in Exhibit 2.4 above).
- 2.11 Form of Subordinated Debenture (incorporated by reference to Exhibit 4.11 to the Registration Statement).

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, thereunto duly authorized.

MERRILL LYNCH PREFERRED CAPITAL
TRUST III

Dated: January 16, 1998

By: /s/ Theresa Lang

Name: Theresa Lang
Title: Regular Trustee

MERRILL LYNCH PREFERRED
FUNDING III, L.P.

By: MERRILL LYNCH & CO., INC.,
as General Partner

By: /s/ Theresa Lang

Name: Theresa Lang
Title: Senior Vice President
and Treasurer

MERRILL LYNCH & CO., INC.

By: /s/ Theresa Lang

Name: Theresa Lang
Title: Senior Vice President
and Treasurer