FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * PRUEHER JOSEPH W			2. Issuer Name and Ticker or Trading Symbol MERRILL LYNCH & CO INC [MER]					5	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director Officer (give title below) Other (specify below)					
(Last) (First) (Middle) 904 ABINGDON ROAD			3. Date of Earliest Transaction (Month/Day/Year) 04/28/2006					-						
VIRGINIA BEACH, VA 23451			4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially O				Owned						
1.Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	(/	(A) or Disposed of ((Instr. 3, 4 and 5)		(D) Beneficia Reported		ally Owned Following Transaction(s)		6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership
				(World) Day Tear	Code	V A	amount	(A) or (D) I	Price	(msu. 3 a	nstr. 3 and 4)		or Indirect (I) (I (Instr. 4)	
Common	Stock		04/28/2006(1)		A	2	,392	A S	0 3	11,731	<u>(2)</u>		D	
Reminder:	Report on a s	separate line for	each class of secur	ities beneficially ov		Person contain	ns who ned in	respone	n are	not requ		spond unle	ss	1474 (9-02)
Reminder:	Report on a s	separate line for	Table II - I	Derivative Securities, you	ies Acquir	Person contain the for ed, Disp	ns who ned in m disp osed of	o respond this form plays a c	n are urren ficially	not requ itly valid	ired to res		ss	1474 (9-02)
1. Title of	2.	3. Transaction Date (Month/Day/)	Table II - I (a. 3A. Deemed Execution Data any	Derivative Securities, puts, calls, wa 4. te, if Transaction Code (Instr. 8)	ies Acquire arrants, op	Person contain the for ed, Disp otions, co 6. Date and Ex (Month	ns who ned in m disp osed of onverti Exerci piration	respond this form plays a c f, or Bene ble securi sable in Date	ficially ties) 7. Tit Amor Unde Secur	not requitly valid y Owned tle and unt of erlying	OMB conf	spond unle	of 10. Ownersh Form of Derivatii Security Direct (I or Indire	11. Natural of Indirection of Indire

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
PRUEHER JOSEPH W						
904 ABINGDON ROAD	X					
VIRGINIA BEACH, VA 23451						

Signatures

Joseph W. Prueher (by Michael A. LaMaina, as agent)	05/02/2006
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- These Deferred Stock Units were granted on April 28, 2006 pursuant to the Merrill Lynch & Co., Inc. Deferred Stock Unit Plan for Non-Employee Directors (the "Plan").
- (1) Deferred Stock Units are payable in Merrill Lynch & Co., Inc. Common Stock upon the earlier of the fifth Annual Meeting of Stockholders following the date of their grant or the director's End of Service Date, as defined in the Plan. Transactions under the Plan are exempt under Rule 16b-3.
- This total reflects the reinvestment of dividend equivalents into Deferred Stock Units pursuant to the terms of the Merrill Lynch & Co., Inc. Deferred Stock Unit and Stock (2) Option Plan for Non-Employee Directors, as amended, and the Merrill Lynch & Co., Inc. Deferred Stock Unit Plan for Non-Employee Directors. These transactions are

Remarks:

All reported positions have been rounded down to the nearest whole number.

exempt from reporting under the provisions of Rule 16a-3 and/or 16a-11.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.