

(To prospectus supplement and prospectus dated February 25, 2005)
Pricing Supplement Number: 2464



2,460,000 Units
Merrill Lynch & Co., Inc.
Medium-Term Notes, Series C
Strategic Return Notes®
Linked to the Industrial 15 Index
due August 9, 2010
(the “Notes”)
\$10 original public offering price per unit

The Notes:

- The Notes are designed for investors who are willing to forego interest payments on the Notes in exchange for the ability to participate in changes in the level of the Industrial 15 Index (index symbol “IXD”) over the term of the Notes.
- There will be no payments prior to the maturity date unless exchanged at your option for a cash payment during a specified period in July of each year from 2006 through 2009 as described in this pricing supplement.
- The Notes have been approved for listing on the American Stock Exchange under the trading symbol “LDB”.
- The Notes will be senior unsecured debt securities of Merrill Lynch & Co., Inc. and part of a series entitled “Medium-Term Notes, Series C.” The Notes will have the CUSIP No. 59021S315.
- The settlement date for the Notes is expected to be August 8, 2005.

Payment on the maturity date or upon exchange:

- The amount you receive on the maturity date or upon exchange will be based on the percentage change in the level of the Index, which includes a reduction of an annual index adjustment factor of 1.5%, over the term of the Notes.
- The level of the Industrial 15 Index must increase by approximately 1% in order for you to receive at least the \$10 original public offering price per unit on the maturity date or upon exchange. If the level of the Industrial 15 Index has declined or has not increased sufficiently, you will receive less, and possibly significantly less, than the \$10 original public offering price per unit.

Information included in this pricing supplement supercedes information in the accompanying prospectus supplement and prospectus to the extent that it is different from that information.

Investing in the Notes involves risks that are described in the “[Risk Factors](#)” section of this pricing supplement beginning on page PS-8 and the accompanying prospectus supplement.

	<u>Per unit</u>	<u>Total</u>
Public offering price	\$10.00	\$24,600,000
Underwriting fee	\$.20	\$492,000
Proceeds, before expenses, to Merrill Lynch & Co., Inc.	\$9.90*	\$24,354,000

* \$.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 “Supplemental Plan of Distribution” in this pricing supplement.

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

Merrill Lynch & Co.

The date of this pricing supplement is August 2, 2005.

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

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SUMMARY INFORMATION—Q&A

This summary includes questions and answers that highlight selected information from this pricing supplement and the accompanying prospectus supplement and prospectus to help you understand the Strategic Return Notes[®] Linked to the Industrial 15 Index due August 9, 2010 (the “Notes”). You should carefully read this pricing supplement and the accompanying prospectus supplement and prospectus to fully understand the terms of the Notes, the Industrial 15 Index (the “**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 in this pricing supplement and the accompanying prospectus supplement, 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 pricing 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 part of a series of senior debt securities issued by ML&Co. entitled “Medium- Term Notes, Series C” 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 August 9, 2010, unless exchanged by you as described in this pricing supplement. We will not make any payments on the Notes until the maturity date or upon exchange.

Each unit will represent a single Note with a \$10 original public offering price. 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 Debt Securities—Depository” in the accompanying prospectus.

Are there any risks associated with my investment?

Yes, an investment in the Notes is subject to risks, including the risk of loss. Please refer to the section entitled “Risk Factors” in this pricing supplement and the accompanying prospectus supplement.

Who publishes the Index and what does the Index measure?

The Index is calculated and disseminated by the American Stock Exchange (the “AMEX”) under the index symbol “IXD”. The Index is an index which reflects the price changes and dividends of the top fifteen dividend yielding stocks (the “**Underlying Stocks**”) from a group of certain stocks in the Standard & Poor’s Industrial Index (the “S&P Industrial Index”) less an annual index adjustment factor of 1.5% applied daily (the “**Index Adjustment Factor**”). The Index has been calculated and disseminated since June 26, 2001. The Index is reconstituted on June 26th of each year, the anniversary of the date the Index was first calculated and disseminated or, under certain circumstances, on a day shortly after the anniversary date, as described in this pricing supplement. The Index was last reconstituted on June 27, 2005. For more specific information about the Index and its reconstitution, and the Index Adjustment Factor, please see the section entitled “The Index” in this pricing supplement.

The Notes are debt obligations of ML&Co. An investment in the Notes does not entitle you to any dividends, voting rights or any other ownership interest in the Underlying Stocks.

How has the Index performed historically?

The value of the Index was set to 100 on June 26, 2001, the date the Index was initially calculated. We have included a table and a graph showing the month-end closing levels of the Index from June 2001 through July 2005 in the section entitled “The Index—Historical Data on the Index” in this pricing supplement.

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We have provided this information to help you evaluate the behavior of the Index in various economic environments; however, this information is not necessarily indicative of how the Index will perform in the future.

What will I receive on the maturity date of the Notes?

On the maturity date, if you have not previously exchanged your Notes, you will receive a cash payment per unit equal to the Redemption Amount.

The “**Redemption Amount**” to which you will be entitled will depend on the percentage change in the level of the Index over the term of the Notes and will equal:

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

Because the quotient of the Ending Value and the Starting Value will be multiplied by \$9.90, the level of the Index will need to increase by approximately 1% in order for you to receive a Redemption Amount equal to or greater than the \$10 original public offering price per unit. If the Ending Value does not exceed the Starting Value by more than approximately 1%, you will receive less, and possibly significantly less, than the \$10 original public offering price per unit.

The “**Starting Value**” equals 120.81, the closing level of the Index on August 2, 2005, the date the Notes were priced for initial sale to the public (the “**Pricing Date**”).

For purposes of determining the Redemption Amount, the “**Ending Value**” means the average of the levels of the Index at the close of the market on five index business days shortly before the maturity date of the Notes. We may calculate the Ending Value by reference to fewer than five or even a single day’s closing level if, during the period shortly before the maturity date of the Notes, there is a disruption in the trading of an Underlying Stock or certain futures or options contracts relating to an Underlying Stock.

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

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Examples

Set forth below are two examples of Redemption Amount calculations:

Example 1—The hypothetical Ending Value is below the Starting Value:

Starting Value: 120.81

Hypothetical Ending Value: 72.49

$$\text{Redemption Amount (per Unit)} = \$9.90 \times \left(\frac{72.49}{120.81} \right) = \$5.94$$

Example 2—The hypothetical Ending Value is above the Starting Value:

Starting Value: 120.81

Hypothetical Ending Value: 169.13

$$\text{Redemption Amount (per Unit)} = \$9.90 \times \left(\frac{169.13}{120.81} \right) = \$13.86$$

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 on the maturity date. We have designed the Notes for investors who are willing to forego interest payments on the Notes, such as fixed or floating interest rates paid on traditional interest bearing debt securities, in exchange for the ability to participate in changes in the level of the Index over the term of the Notes.

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 July of each year from 2006 through 2009 by giving notice to the depository or trustee of the Notes, as the case may be, as described in this pricing supplement. Upon exchange, you will receive a cash payment per unit (the “**Exchange Amount**”) 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 level of the Index on the exchange date. The Exchange Amount will be paid three banking 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 on the maturity date. The Exchange Amount you receive may be greater than or less than the Redemption Amount on the maturity date depending upon the performance of the Index during the period from the exchange date until the maturity date.

For more specific information about the exchange feature, please see the section entitled “Description of the Notes—Exchange of the Notes Prior to the Maturity Date” in this pricing supplement.

What are the costs associated with an investment in the Notes?

Your return will reflect the deduction of the following costs over the term of the Notes:

Index Adjustment Factor. The level of the Index will reflect a 1.5% annual reduction that will be applied and accrue daily on the basis of a 365-day year to the benefit of MLPF&S as calculation agent. As a result of the cumulative effect on this deduction, the levels of the Index used to calculate the Redemption Amount during the five index business days shortly before the stated maturity date will be approximately 7.23% less than the level of the Index had the Index Adjustment Factor not been applied.

Sales Charge. Because the quotient of the Ending Value and the Starting Value will be multiplied by \$9.90 in order to determine the Redemption Amount or Exchange Amount, the level of the Index must increase by approximately 1% or more from the Starting Value for you to receive an

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amount equal to or greater than the \$10 original offering price per unit. This is analogous to paying a sales charge of approximately 1% per unit of the Notes.

What about taxes?

The United States federal income tax consequences of an investment in the Notes are complex and uncertain. By purchasing a Note, you and ML&Co. agree, in the absence of an administrative determination, judicial ruling or other authoritative guidance to the contrary, to characterize a Note for all tax purposes as a pre-paid cash-settled forward contract linked to the level of the 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 pricing supplement.

Will the Notes be listed on a securities exchange?

The Notes have been approved for listing on the AMEX under the trading symbol “LDB”. We make no representation, however, that the Notes will remain listed for the entire term of the Notes. 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” in this pricing supplement.

What price can I expect to receive if I sell the Notes prior to the stated maturity date?

In determining the economic terms of the Notes, and consequently the potential return on the Notes, a number of factors are taken into account. Among these factors are certain costs associated with creating, hedging and offering the Notes. In structuring the economic terms of the Notes, we seek to provide investors with what we believe to be commercially reasonable terms and to provide MLPF&S with compensation for its services in developing the Notes.

If you sell your Notes prior to the stated maturity date, you will receive a price determined by market conditions for the Notes. This price may be influenced by many factors, such as interest rates, volatility and the current levels of the Index. In addition, the price, if any, at which you could sell your Notes in a secondary market transaction is expected to be affected by the factors that we considered in setting the economic terms of the Notes, namely the underwriting discount paid in respect of the Notes and other costs associated with the Notes, including compensation for developing and hedging the product. Depending on the impact of these factors, you may receive significantly less than the \$10 original public offering price per unit of your Notes if sold before the stated maturity date.

In a situation where there had been no movement in the level of the Index and no changes in the market conditions from those existing on the date of this pricing supplement, the price, if any, at which you could sell your Notes in a secondary market transaction is expected to be lower than the \$10 original public offering price per unit. This is due to, among other things, our costs of developing, hedging and distributing the Notes. Any potential purchasers for your Notes in the secondary market are unlikely to consider these factors.

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 MLPF&S as our subsidiary and its responsibilities as calculation agent.

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What is ML&Co.?

Merrill Lynch & Co., Inc. is a holding company with various subsidiaries 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 ML&Co. has filed with the Securities and Exchange Commission, which you can find by referring to the section entitled “Where You Can Find More Information” in the accompanying prospectus.

RISK FACTORS

Your investment in the Notes will involve risks. 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 on the maturity date or upon exchange. The payment on the Notes you receive will depend on the change in the level of the Index. Because the level of the Index is subject to market fluctuations, the payment on the Notes you receive may be more or less than the \$10 original public offering price per unit of the Notes. In addition, because the quotient of the Ending Value and the Starting Value will be multiplied by \$9.90, the level of the Index will need to increase by more than approximately 1% in order for you to receive a Redemption Amount equal to or greater than the \$10 original public offering price per unit. If the level of the Index declines or does not increase sufficiently, you will receive less, and possibly significantly less than the \$10 original public offering price per unit. The level of the Index will also reflect the deduction of the 1.5% Index Adjustment Factor.

The level of the Index is expected to affect the trading value of the Notes

We expect that the trading value of the Notes will depend substantially on the amount, if any, by which the level of the Index exceeds or does not exceed the Starting Value. However, if you choose to sell your Notes when the level of the Index exceeds the Starting Value, you may receive substantially less than the amount that would be payable on the maturity date based on this level because of the expectation that the level of the Index will continue to fluctuate until the Ending Value is determined. Additionally, because the trading value and perhaps final return on your Notes is dependent on factors in addition to the level of the Index, such as our credit rating, an increase in the level of the 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 percentage increase in the level of the Index over the term of the Notes, an improvement in our credit ratings will not reduce the other investment risks related to the Notes.

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

The yield that you will receive on your Notes, which could be negative, 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 a traditional interest bearing debt security 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. Unlike traditional interest bearing debt securities, the Notes do not guarantee the return of a principal amount on the maturity date.

Your return will not reflect the return of owning the Underlying Stocks

While the Index reflects the payment of dividends on the Underlying Stocks as described in more detail below, the yield to the maturity date of the Notes will not produce the same yield as that of other investments with the same term which are based solely on the performance of the Underlying Stocks. At the end of each quarterly period, the dividends paid on the Underlying Stocks will be incorporated into the Index and those amounts will then be subject to the change in the level of the Index. The level of the Index will also reflect the deductions and charges described above under “—Your investment may result in a loss”, which will result in the

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return on an investment in the Notes being less than the return on a similar investment in the Underlying Stocks. The trading value of the Notes and final return on the Notes may also differ from the results of the Index for the reasons described above under “—Changes in our credit ratings may affect the trading value of the Notes”.

There may be an uncertain trading market for the Notes and the market price you may receive or be quoted for your Notes on a date prior to the stated maturity date will be affected by this and other important factors including our costs of developing, hedging and distributing the Notes

The Notes have been approved for listing on the AMEX under the trading symbol “LDB”. We make no representation, however, that the Notes will remain listed for the entire term of the Notes. The listing of the Notes on the AMEX does not ensure that a trading market will develop for the Notes. While there have been a number of issuances of series of Strategic Return Notes, trading volumes have varied historically from one series to another and it is therefore impossible to predict how the Notes will trade. 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, including changes in the level of the Index.

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

If a market-maker makes a market in the Notes, the price it quotes would reflect any changes in market conditions and other relevant factors. In addition, the price at which you could sell your Notes in a secondary market transaction is expected to be affected by the factors that we considered in setting the economic terms of the Notes, namely the underwriting discount paid in respect of the Notes and other costs associated with the Notes, including compensation for developing and hedging the product. This quoted price could be higher or lower than the original public offering price. MLPF&S is not obligated to make a market in the Notes.

Assuming there is no change in the level of the Index and no change in market conditions or any other relevant factors, the price at which a purchaser (which may include MLPF&S) might be willing to purchase your Notes in a secondary market transaction is expected to be lower than the \$10 original public offering price per unit. This is due to, among other things, the fact that the \$10 original public offering price per unit included, and secondary market prices are likely to exclude, underwriting discount paid with respect to, and the developing and hedging costs associated with, the Notes.

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 holders of the Notes, 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 Underlying Stocks or futures or option contracts on the Underlying Stocks or the Index for our own accounts for business reasons and expect to enter into these transactions in connection with hedging our obligations under the Notes. These transactions could affect the price of the Underlying Stocks and, in turn, the level of the 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

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Date may temporarily increase the prices of the Underlying Stocks. Temporary increases in the market prices of the Underlying Stocks may also occur as a result of the purchasing activities of other market participants. Consequently, the prices of the Underlying Stocks may decline subsequent to the Pricing Date reducing the level of the Index and therefore the trading 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 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 level of the 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 or unavailability of the Index. See the sections entitled “Description of the Notes—Adjustments to the Index; Market Disruption Events” and “—Discontinuance of the Index” in this pricing supplement. MLPF&S is required to carry out its duties as calculation agent in good faith and using its reasonable judgment. However, 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 2006 through 2009 to brokers whose clients purchased their units 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 clients purchased Notes in the secondary market and continue to hold the Notes. As a result of these payments, your broker will receive a financial benefit each year you retain your investment in the Notes. Please see the section entitled “Supplemental Plan of Distribution” in this pricing supplement.

We expect to enter into arrangements to hedge the market risks associated with our obligation to pay the Redemption Amount or Exchange Amount, as applicable. We may seek competitive terms in entering into the hedging arrangements for the Notes, but are not required to do so, and we may enter into such hedging arrangements with one of our subsidiaries or affiliated companies. Such hedging activity is expected to result in a profit to those engaging in the hedging activity, which could be more or less than initially expected, but which could also result in a loss for the hedging counterparty.

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

Tax consequences are uncertain

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 pricing supplement.

DESCRIPTION OF THE NOTES

ML&Co. will issue the Notes as part of a series of senior debt securities entitled “Medium-Term Notes, Series C” under the 1983 Indenture, which is more fully described in the accompanying prospectus. Unless exchanged by you, the Notes will mature on August 9, 2010. Information included in this pricing supplement supercedes information in the accompanying prospectus supplement and prospectus to the extent that it is different from that information. The CUSIP number for the Notes is 59021S315.

While on the maturity date or upon exchange a holder 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 on the Maturity Date” and “—Exchange of the Notes Prior to the Maturity Date” in this pricing supplement.

The Notes may be exchanged by you prior to the maturity date, but are not subject to repayment by ML&Co. prior to the maturity date.

ML&Co. will issue the Notes in denominations of whole units each with a \$10 original public offering price per 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 Debt Securities—Depository” in the accompanying prospectus.

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

Payment on the Maturity Date

Unless you have exchanged your Notes prior to the maturity date, on the maturity date you will be entitled to receive a cash payment per unit equal to 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” equals 120.81, the closing level of the Index on August 2, 2005, the date the Notes were priced for initial sale to the public (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 of the closing levels of the Index determined on each of the 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 of the closing levels of the Index on those Calculation Days. If there is only one Calculation Day during the Calculation Period, then the Ending Value will equal the closing level of the Index on that Calculation Day. If no Calculation Days occur during the Calculation Period, then the Ending Value will equal the closing level of the Index determined on the last scheduled Index Business Day in the Calculation Period, regardless of the occurrence of a Market Disruption Event (as described below under “—Adjustments to the Index; Market Disruption Events”) on that scheduled Index Business Day.

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

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

An “**Index Business Day**” means a day on which the New York Stock Exchange (the “NYSE”), the American Stock Exchange (the “AMEX”) and The Nasdaq Stock Market (the “Nasdaq”) are open for trading and the Index or any successor index is calculated and published.

All determinations made by the calculation agent, absent a determination of a manifest error, will 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 the Maturity Date

You may elect to exchange all or a portion of the Notes you own during any Business Day that occurs in an Exchange Notice Period by giving notice as described below. An “**Exchange Notice Period**” means the period from and including the first calendar day of the month of July to and including 12:00 noon in The City of New York on the fifteenth calendar day during the month of July in the years 2006, 2007, 2008 and 2009. If the fifteenth calendar day of the applicable month of July is not a Banking Business Day, then the Exchange Notice Period will be extended to 12:00 noon in The City of New York on the next succeeding Banking 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 level of the Index on the Exchange Date. An “**Exchange Date**” will be the third Index Business Day following the end of the applicable Exchange Notice Period. If a Market Disruption Event occurs on the third 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 Banking 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 the section entitled “Description of Debt Securities—Depository” in the accompanying prospectus. 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 Index Business 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, N.A., 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.

A “**Banking Business Day**” means any day other than a Saturday or Sunday that is not a day on which banking institutions in The City of New York are authorized or required by law, regulation or executive order to close.

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Hypothetical Returns

The following tables illustrate for a range of hypothetical Ending Values:

- the total amount payable on the maturity date of the Notes, and the total amount payable on an investment in the Underlying Stocks;
- the total rate of return to holders of the Notes, and the total rate of return on an investment in the Underlying Stocks; and
- the pretax annualized rate of return to holders of the Notes, and the pretax annualized rate of return on an investment in the Underlying Stocks.

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

Hypothetical Returns Related to Strategic Return Notes Based on the Index				Hypothetical Returns Related to an Investment in the Underlying Stocks			
Hypothetical Ending Value of the Index	Total amount payable on the maturity date per unit(1)	Total rate of return on the Notes	Pretax annualized rate of return on the Notes(2)	Hypothetical Ending Value of an Investment in the Underlying Stocks(3)	Total amount payable on the maturity date per unit	Total rate of return on the Underlying Stocks	Pretax annualized rate of return on the Underlying Stocks(2)
20.00	1.64	-83.60%	-33.04%	21.56	1.78	-82.15%	-31.63%
40.00	3.28	-67.20%	-21.08%	43.12	3.57	-64.31%	-19.56%
60.00	4.92	-50.80%	-13.68%	64.68	5.35	-46.46%	-12.10%
80.00	6.56	-34.40%	-8.25%	86.24	7.14	-28.62%	-6.62%
100.00	8.19	-18.10%	-3.95%	107.80	8.92	-10.77%	-2.26%
120.81(4)	9.90	-1.00%	-0.20%	130.23	10.78	7.80%	1.51%
122.00	10.00	0.00%	0.00%	131.51	10.89	8.86%	1.70%
140.00	11.47	14.70%	2.76%	150.92	12.49	24.92%	4.50%
160.00	13.11	31.10%	5.48%	172.48	14.28	42.77%	7.24%
180.00	14.75	47.50%	7.92%	194.04	16.06	60.61%	9.69%
200.00	16.39	63.90%	10.12%	215.59	17.85	78.46%	11.91%

- (1) The amounts specified in this column reflect the 1% sales charge that will be paid to MLPF&S.
- (2) The annualized rates of return specified in this column are calculated on a semiannual bond equivalent basis and assume an investment term from August 8, 2005 to August 9, 2010, a term expected to be equal to that of the Notes.
- (3) An investment in the Underlying Stocks is assumed to be equivalent to an investment in the Index, including the method and timing of reinvesting dividends, except that the Index will be reduced daily by the pro rata portion of the annual Index Adjustment Factor of 1.5%. The hypothetical investment in the Underlying Stocks presented in this column does not take into account transaction costs and taxes.
- (4) This is the Starting Value.

The above figures are for purposes of illustration only. The actual amount received by you and the resulting total and pretax annualized rates of return will depend on the actual Ending Value and term of your investment.

Adjustments to the Index; Market Disruption Events

If at any time the AMEX makes a material change in the formula for or the method of calculating the Index or in any other way materially modifies the Index so that the Index does not, in the opinion of the calculation agent, fairly represent the level of the Index had those changes or modifications not been made, then, from and after that time, the calculation agent will, at the close of business in New York, New York, on each date that the closing level of the 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 level of an index comparable to the Index as if those changes or modifications had not been made, and calculate the closing level with reference to the Index, as so adjusted. Accordingly, if the method of calculating the Index is modified so that the level of the 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 will adjust the Index in order to arrive at a level of the 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 of 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 (without taking into account any extended or after-hours trading session), in 20% or more of the Underlying Stocks; or
- (B) the suspension of 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 (without taking into account any extended or after-hours trading session), whether by reason of movements in price otherwise exceeding levels permitted by the applicable exchange or otherwise, in option contracts or futures contracts related to one or more of the Underlying Stocks, the Index, or any successor index to the Index, which are traded on any major United States exchange.

For the purpose of determining whether a Market Disruption Event has occurred:

- (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 applicable exchange;
- (2) a suspension in trading in a futures or option contract on an Underlying Stock, the Index, or any successor index to the Index, by a major securities market by reason of (a) a price change violating limits set by that securities market, (b) an imbalance of orders relating to those contracts or (c) a disparity in bid and ask quotes relating to those contracts, will constitute a suspension of or material limitation on trading in futures or option contracts related to that stock or index;
- (3) a suspension of or material limitation on trading on the applicable exchange will not include any time when that exchange is closed for trading under ordinary circumstances; and
- (4) for the purpose of clause (A) above, any limitations on trading during significant market fluctuations under NYSE Rule 80B, or any applicable rule or regulation enacted or promulgated by the NYSE or any other self regulatory organization or the Securities and Exchange Commission of similar scope as determined by the calculation agent, will be considered “material”.

As a result of terrorist attacks, the financial markets were closed from September 11, 2001 through September 14, 2001 and levels of the Index are not available for those dates. Those market closures would have constituted Market Disruption Events. The occurrence of a Market Disruption Event could affect the calculation of the payment on the maturity date or upon exchange you will receive. See “—Payment on the Maturity Date” and “—Exchange of the Notes Prior to the Maturity Date” in this pricing supplement.

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Discontinuance of the Index

If the AMEX discontinues publication of the 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 Index (a “**successor index**”), then, upon the calculation agent’s notification of that 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 Index and calculate the Ending Value as described above under “—Payment at Maturity” or “—Exchange of the Notes Prior to the Maturity Date”, as applicable. Upon any selection by the calculation agent of a successor index, ML&Co. will cause notice to be given to holders of the Notes.

In the event that the AMEX discontinues publication of the Index and:

- the calculation agent does not select a successor index; or
- the successor index is not published on any of the Calculation Days,

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

If the AMEX discontinues publication of the Index before the Calculation Period 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* or another newspaper of general circulation and arrange for information with respect to these values to be made available by telephone.

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

A “Business Day” means any day on which the NYSE, the AMEX and the Nasdaq are open for trading.

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 holder of a Note upon any acceleration permitted by the Notes, with respect to each \$10 original public offering price per unit, will be equal to the Redemption Amount, if any, calculated as though the date of acceleration were the stated maturity date of the Notes. If a bankruptcy proceeding is commenced in respect of ML&Co., the claim of the holder of a Note may be limited, under Section 502(b)(2) of Title 11 of the United States Code, to the \$10 original public offering price per unit plus an additional amount of contingent interest calculated as though the date of the commencement of the proceeding were the stated maturity date of the Notes.

In case of default in payment of the Notes, whether at their stated maturity date or upon exchange or acceleration, from and after that date the Notes will bear interest, payable upon demand of their holders, at the rate of 2.25% per year, to the extent that payment of 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.

THE INDEX

The level of the Index is calculated and disseminated by the AMEX under the symbol "IXD". On any Business Day, the level of the Index equals (i) the sum of the products of the current market price for each of the Underlying Stocks and the applicable share multiplier (the sum equals the "**Industrial 15 Portfolio Value**"), 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 level of the Index each day by the pro rata amount. As of August 2, 2005, the index divisor for the Index was 1.06362852470226. The AMEX generally calculates and disseminates the level of the Index based on the most recently reported prices of the Underlying Stocks (as reported by the exchange or trading system on which the Underlying Stocks are listed or traded), 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.

Initial Determination of Industrial 15 Portfolio

At any time the "**Industrial 15 Portfolio**" consists of the then current Underlying Stocks. The Underlying Stocks and their respective Dividend Yields (as defined below) are shown below. The Underlying Stocks have been determined by the AMEX to be the fifteen Qualifying Stocks in the S&P Industrial Index having the highest Dividend Yield on June 23, 2005. A "**Qualifying Stock**" is any stock from the S&P Industrial Index that is in the top 75% of the stocks, as measured by market capitalization, after the elimination of (i) stocks included in the Dow Jones Industrial Average and (ii) stocks that do not have an S&P Common Stock Ranking of A or A+. We have included a brief description of each of the companies included in the Index (the "**Industrial 15 Companies**") and historical stock price information for the Underlying Stocks in Annex A to this pricing supplement. "**Dividend Yield**" for each common stock is determined by annualizing the last quarterly or semi-annual ordinary cash dividend for which the dividend date has occurred, excluding any extraordinary dividend, and dividing the result by the last available sale price for each stock on its primary exchange on the date that Dividend Yield is to be determined.

<u>Company</u>	<u>Dividend Yield(1)</u>	<u>Share Multiplier(2)</u>
Abbott Laboratories	2.33%	0.17071
Anheuser-Busch Companies Inc.	2.44%	0.18264
Avon Products, Inc.	1.99%	0.22670
Brown-Forman Corporation	1.67%	0.13915
The Clorox Company	2.01%	0.15131
Colgate-Palmolive Company	2.19%	0.16676
ConAgra Foods, Inc.	4.82%	0.36047
Emerson Electric Co.	2.44%	0.13237
Genuine Parts	2.69%	0.20407
Johnson Controls, Inc.	1.73%	0.15082
Kimberly-Clark Corporation	2.83%	0.13357
Paychex, Inc.	1.48%	0.27951
PepsiCo Inc.	1.90%	0.15407
Rohm and Haas Company	2.47%	0.18425
Sysco Corporation	1.67%	0.23393

(1) As of August 2, 2005 as obtained from Bloomberg Financial Markets.

(2) As of August 2, 2005 as obtained from the AMEX.

The Dividend Yield on the Underlying Stocks as of August 2, 2005 was 2.21%. The Share Multipliers are recalculated by the AMEX on June 26th of each year, or in certain circumstances on a day shortly thereafter as described below, which is the anniversary of the date the Index was originally calculated and disseminated. Each Share Multiplier is calculated to equate to the number of shares of that Underlying Stock, or portion thereof, based upon the closing market price of that stock on the Anniversary Date (as defined below), which would represent approximately an equal percentage of the Index as of the Anniversary Date. Each Share

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Multiplier remains constant until adjusted for certain corporate events, quarterly dividend adjustments and annual reconstitutions as described below. The last adjustment to the Share Multipliers took place on June 30, 2005.

Annual Industrial 15 Portfolio Reconstitution

As of the close of business on each Anniversary Date through the Anniversary Date in 2010, the Industrial 15 Portfolio shall be reconstituted to include the fifteen Qualifying Stocks in the S&P Industrial Index having the highest Dividend Yield (the “**New Stocks**”) on the second scheduled Index Business Day prior to the applicable Anniversary Date (the “**Annual Determination Date**”). The Index was last reconstituted on June 27, 2005. “**Anniversary Date**” shall mean June 26th of each year, which is the anniversary of the date the Index was originally 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 shall mean the immediately succeeding Index Business Day on which a Market Disruption Event does not occur. The AMEX will only add a stock having characteristics as of the applicable Annual Determination Date that will permit the Index to remain within the criteria specified in the rules of the AMEX and within the applicable rules of the SEC. The criteria and rules will apply only on an Annual Determination Date to exclude a proposed New Stock. If a proposed New Stock does not meet these criteria or rules, the AMEX will replace it with the Qualifying Stock with the next highest Dividend Yield which meets the rules and criteria. These criteria currently provide, among other things, (1) that each component stock must have a minimum market value of at least \$75 million, except that up to 10% of the component securities in the Index may have a market value of \$50 million; (2) that each component stock must have an average monthly trading volume in the preceding six months of not less than 1,000,000 shares, except that up to 10% of the Underlying Stocks may have an average monthly trading volume of 500,000 shares or more in the last six months; (3) 90% of the Index’s numerical index value and at least 80% of the total number of component stocks will meet the then current criteria for standardized option trading set forth in the rules of the AMEX and (4) all component stocks will either be listed on the AMEX, the NYSE, or traded through the facilities of the National Association of Securities Dealers Automated Quotation System and reported as National Market System Securities.

The “**Share Multiplier**” for each New Stock will be determined by the AMEX and will equal the number of shares of each New Stock, based upon the closing market price of that New Stock on the Anniversary Date, so that each New Stock represents approximately an equal percentage of a value equal to the Index in effect at the close of business on the applicable Anniversary Date. As an example, if the Index in effect at the close of business on an Anniversary Date equaled 150, then each of the fifteen New Stocks would be allocated a portion of the value of the Index equal to 10 and if, the closing market price of a New Stock on the Anniversary Date was 20, the applicable Share Multiplier would be 0.5. If the Index equaled 60, then each of the fifteen New Stocks would be allocated a portion of the value of the Index equal to 4 and if the closing market price of a New Stock on the Anniversary Date was 20, the applicable Share Multiplier would be 0.2.

S&P Industrial Index

The S&P Industrial Index is a subset of the S&P 500 Index made up of the companies in the S&P 500 Index that are considered industrial companies. The S&P 500 Index is published by Standard & Poor’s, a division of The McGraw-Hill Companies, Inc. and is intended to provide an indication of the pattern of common stock price movement. The level of the S&P 500 Index is based on the relative value of the aggregate market value of the common stocks of 500 companies as of a particular time compared to the aggregate average market value of the common stocks of 500 similar companies during the base period of the years 1941 through 1943. Companies included in the S&P 500 Index are assigned to differing sectors based upon the company’s principal business activities.

Dividends

As described above, the level of the Index will include an amount reflecting Current Quarter Dividends. “**Current Quarter Dividends**” for any day will be determined by the AMEX and will equal the sum of the

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products for each Underlying Stock of the cash dividend paid by an issuer on one share of stock during the Current Quarter multiplied by the Share Multiplier applicable to that stock on the ex-dividend date. "Current Quarter" shall mean the calendar quarter containing the day for which the applicable Current Quarter Dividends are being determined. As of August 2, 2005, Current Quarter Dividends, as obtained from the AMEX, amounted to \$0.272237. This amount, along with any other Current Quarter Dividends accumulated through and including September 30, 2005, will be allocated to the Underlying Stocks prior to the opening of trading on October 1, 2005.

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 then outstanding Underlying Stock. The amount of the Current Quarter Dividends allocated to each Underlying Stock will equal the percentage of the value of each Underlying Stock contained in the Industrial 15 Portfolio relative to the value of the entire Industrial 15 Portfolio based on the closing market price on the last Index Business Day in the immediately preceding calendar quarter. The Share Multiplier of each outstanding Underlying Stock will be increased to reflect the number of shares, or portion of a share, that the amount of the Current Quarter Dividend allocated to such Underlying Stock can purchase of each such Underlying Stock based on the closing market price on the last Index Business Day in the immediately preceding calendar quarter.

Adjustments to the Share Multiplier and Industrial 15 Portfolio

The Share Multiplier for any Underlying Stock and the Industrial 15 Portfolio will be adjusted as follows:

1. If an Underlying Stock is subject to a stock split or reverse stock split, then once the split has become effective, the Share Multiplier for that Underlying Stock will be adjusted to equal the product of the number of shares of that Underlying Stock issued in the split and the prior multiplier.
2. If an Underlying Stock is subject to a stock dividend, issuance of additional shares of the Underlying Stock, that is given equally to all holders of shares of the issuer of that Underlying Stock, then once the dividend has become effective and that Underlying Stock is trading ex-dividend, the Share Multiplier will be adjusted so that the new Share Multiplier shall equal the former Share Multiplier plus the product of the number of shares of that Underlying Stock issued with respect to one such share of that Underlying Stock and the prior multiplier.
3. If an Industrial 15 Company is being liquidated or is subject to a proceeding under any applicable bankruptcy, insolvency or other similar law, that Underlying Stock will continue to be included in the Industrial 15 Portfolio so long as a market price for that Underlying Stock is available. If a market price is no longer available for an Underlying Stock for whatever reason, including the liquidation of the issuer of the Underlying Stock or the subjection of the issuer of the Underlying Stock to a proceeding under any applicable bankruptcy, insolvency or other similar law, then the value of that Underlying Stock will equal zero in connection with calculating the Industrial 15 Portfolio Value for so long as no market price is available, and no attempt will be made to immediately find a replacement stock or increase the value of the Industrial 15 Portfolio to compensate for the deletion of that Underlying Stock. If a market price is no longer available for an Underlying Stock as described above, the Industrial 15 Portfolio Value will be computed based on the remaining Underlying Stocks for which market prices are available and no new stock will be added to the Industrial 15 Portfolio until the annual reconstitution of the Industrial 15 Portfolio. As a result, there may be periods during which the Industrial 15 Portfolio contains fewer than fifteen Underlying Stocks.
4. If an Industrial 15 Company has been subject to a merger or consolidation and is not the surviving entity or is nationalized, then a value for that Underlying Stock will be determined at the time the issuer is merged or consolidated or nationalized and will equal the last available market price for that Underlying Stock and that value will be constant until the Industrial 15 Portfolio is reconstituted. At that time, no adjustment will be made to the Share Multiplier of the relevant Underlying Stock.

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5. If an Industrial 15 Company issues to all of its shareholders equity securities that are publicly traded of an issuer other than the Industrial 15 Company, or a tracking stock is issued by an Industrial 15 Company to all of its shareholders, then the new equity securities will be added to the Industrial 15 Portfolio as a new Underlying Stock. The Share Multiplier for the new Underlying Stock will equal the product of the original Share Multiplier with respect to the Underlying Stock for which the new Underlying Stock is being issued (the “**Original Industrial 15 Stock**”) and the number of shares of the new Underlying Stock issued with respect to one share of the Original Industrial 15 Stock.

No adjustments of any Share Multiplier of an Underlying Stock will be required unless the adjustment would require a change of at least 1% in the Share Multiplier then in effect. The Share Multiplier resulting from any of the adjustments specified above will be rounded to the nearest ten-thousandth with five hundred-thousandths being rounded upward.

The AMEX expects that no adjustments to the Share Multiplier of any Underlying Stock or to the Industrial 15 Portfolio will be made other than those specified above; however, the AMEX may at its discretion make adjustments to maintain the value of the Index if certain events would otherwise alter the value of the Index despite no change in the market prices of the Underlying Stocks.

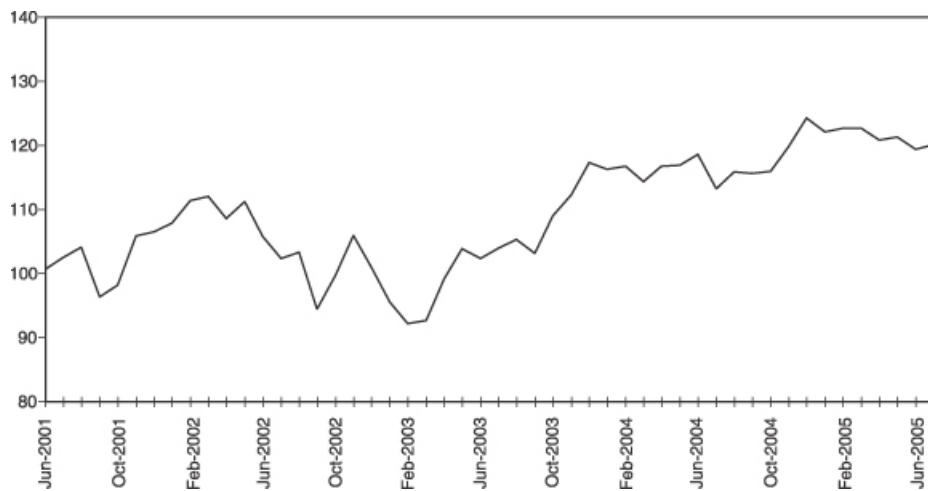
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Historical Data on the Index

The Index was originally calculated and disseminated on June 26, 2001 with an initial value of 100. The following chart sets forth the actual month-end closing levels of the Index from June 2001 through July 2005. Any historical upward or downward trend in the level of the Index during this period is not any indication that the Index is more or less likely to increase or decrease at any time during the term of the Notes. All historical data presented in the following chart were calculated by the AMEX.

	2001	2002	2003	2004	2005
January		107.83	95.54	116.26	122.06
February		111.40	92.21	116.70	122.69
March		112.00	92.69	114.33	122.62
April		108.60	99.17	116.70	120.82
May		111.24	103.88	116.88	121.31
June	100.67	105.76	102.31	118.56	119.35
July	102.48	102.32	103.94	113.20	120.06
August	104.12	103.32	105.33	115.83	
September	96.35	94.44	103.15	115.60	
October	98.19	99.71	108.99	115.93	
November	105.85	105.97	112.22	119.80	
December	106.46	100.95	117.29	124.26	

The following graph sets forth the historical performance of the Index presented in the table above. Past movements of the Index are not necessarily indicative of the future Index levels.



UNITED STATES FEDERAL INCOME TAXATION

Set forth in full below is the opinion of Sidley Austin Brown & WoodLLP, 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 discussion 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. The discussion below supplements the discussion set forth under the section entitled “United States Federal Income Taxation” that is contained in the accompanying prospectus supplement and supercedes that discussion to the extent that it contains information that is inconsistent with that which is contained in the accompanying prospectus supplement. The discussion below 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, real estate investment trusts, tax-exempt entities (except to the extent specifically discussed below), 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”, “conversion” or “integrated” 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. If a partnership holds the Notes, the tax treatment of a partner in the partnership will generally depend upon the status of the partner and the activities of the partnership. Thus, persons who are partners in a partnership holding the Notes should consult their own tax advisors. Moreover, all persons considering the purchase of the Notes should consult their own tax advisors concerning the application of U.S. 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) that is 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 United States persons will also be U.S. Holders 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, judicial ruling or other authoritative guidance to the contrary) to characterize each Note for all tax purposes as a pre-paid cash-settled forward contract linked to the level of the Index. In the opinion of Tax Counsel, this 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

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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.

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 on the maturity date of the Notes, a U.S. Holder will recognize gain or loss. The amount of that 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 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, judicial ruling or otherwise), where required, ML&Co. intends to report any gain or loss to the IRS in a manner consistent with the treatment of that gain or loss as capital gain or loss. If that gain or loss is treated as capital gain or loss, then any gain or loss will generally be long-term capital gain or loss, as the case may be, if the U.S. Holder has held the Note for more than one year as of the maturity date. 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 date of the Notes, a U.S. Holder will generally recognize capital gain or loss in an amount equal to the difference between the amount realized on that sale or exchange and that 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 has held the Note for more than one year at the time of the sale or exchange. 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 of the Notes 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 "CPDI Regulations").

If the IRS were successful in asserting that the CPDI Regulations applied to the Notes, the timing and character of income, gain or loss recognized with respect to the Notes would significantly differ from the timing and character of income, gain or loss described above. 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 on the maturity date or upon a sale or exchange of the Notes prior to the maturity date would generally be treated as ordinary income, and any loss would be generally treated as ordinary loss to the extent of the U.S. Holder's prior accruals of original issue discount and capital loss thereafter.

In addition to the potential applicability of the CPDI Regulations 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.

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Constructive Ownership Law

Section 1260 of the Internal Revenue Code of 1986, as amended (the “Code”), treats a taxpayer owning certain types of derivative positions in property as having “constructive ownership” of that property, with the result that all or a portion of any long-term capital gain recognized by that taxpayer with respect to the derivative position will be recharacterized as ordinary income. In its current form, Section 1260 of the Code does not apply to the Notes. If Section 1260 of the Code were to apply to the Notes in the future, however, the effect on a U.S. Holder of a Note would be to treat all or a portion of any long-term capital gain recognized by that U.S. Holder on the sale, exchange or maturity of a Note as ordinary income. In addition, Section 1260 of the Code would impose an interest charge on any gain that was recharacterized. U.S. Holders should consult their tax advisors regarding the potential application of Section 1260 of the Code, if any, to the purchase, ownership and disposition of a Note.

Unrelated Business Taxable Income

Section 511 of the Code generally imposes a tax, at regular corporate or trust income tax rates, on the “unrelated business taxable income” of certain tax-exempt organizations, including qualified pension and profit sharing plan trusts and individual retirement accounts. As discussed above, the U.S. federal income tax characterization of the Notes is uncertain. Nevertheless, in general, if the Notes are held for investment purposes, the amount of income or gain, if any, realized on the maturity date or upon a sale or exchange of a Note prior to the maturity date, or any income that would accrue to a holder of a Note if the Notes were characterized as contingent payment debt instruments (as discussed above), will not constitute unrelated business taxable income. However, if a Note constitutes debt-financed property (as defined in Section 514(b) of the Code) by reason of indebtedness incurred by a holder of a Note to purchase the Note, all or a portion of any income or gain realized with respect to such Note may be classified as unrelated business taxable income pursuant to Section 514 of the Code. Moreover, prospective investors in the Notes should be aware that whether or not any income or gain realized with respect to a Note which is owned by an organization that is generally exempt from U.S. federal income taxation pursuant to Section 501(a) of the Code constitutes unrelated business taxable income will depend upon the specific facts and circumstances applicable to such organization. Accordingly, any potential investors in the Notes that are generally exempt from U.S. federal income taxation pursuant to Section 501(a) of the Code are urged to consult with their own tax advisors concerning the U.S. federal income tax consequences to them of investing 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 level of the Index, in the case of a non-U.S. Holder, a payment made with respect to a Note on the maturity date or upon a sale or exchange will not be subject to United States withholding tax, provided that the non-U.S. Holder complies with applicable certification requirements and that the payment is not effectively connected with a United States trade or business of the non-U.S. Holder. Any capital gain realized on the maturity date or upon the sale or exchange of a Note by a non-U.S. Holder will generally not be subject to U.S. federal income tax if (i) that gain is not effectively connected with a United States trade or business of the non-U.S. Holder and (ii) in the case of an individual non-U.S. Holder, the individual is not present in the United States for 183 days or more in the taxable year of the maturity date, sale or exchange, or the gain is not attributable to a fixed place of business maintained by the individual in the United States, and the 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.

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Backup Withholding

A beneficial owner of a Note may be subject to backup withholding at the applicable statutory rate of U.S. federal income tax on certain amounts paid to the beneficial owner unless the 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 the 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 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 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 a 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. 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.

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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 or Exchange Amount.

SUPPLEMENTAL PLAN OF DISTRIBUTION

MLPF&S has advised ML&Co. that it proposes initially to offer all or part of the Notes directly to the public on a fixed prices basis at the offering price set forth on the cover of this pricing supplement. After the initial public offering, the public offering prices may be changed. The obligations of MLPF&S are subject to certain conditions and it is committed to take and pay for all of the Notes if any are taken.

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 the Redemption Amount or Exchange Amount, as applicable. In connection with this arrangement, this subsidiary will pay MLPF&S \$.10 per unit as part of its 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.

In addition to the compensation paid at the time of the original sale of the Notes, MLPF&S will pay an additional amount on each anniversary of the Pricing Date from 2006 through 2009 to brokers whose clients purchased the units 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 was the stated maturity date. Also, MLPF&S may from time to time pay additional amounts to brokers whose clients purchased Notes in the secondary market and continue to hold those Notes.

EXPERTS

The consolidated financial statements, the related financial statement schedule, and management's report on the effectiveness of internal control over financial reporting incorporated in this pricing supplement by reference from Merrill Lynch & Co., Inc.'s Annual Report on Form 10-K for the year ended December 31, 2004 have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, 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 interim condensed consolidated financial information for the three-month periods ended April 1, 2005 and March 26, 2004 and the three-month and six-month periods ended July 1, 2005 and June 25, 2004 which is incorporated herein by reference, Deloitte & Touche LLP, an independent registered public accounting firm, have applied limited procedures in accordance with the standards of the Public Company Accounting Oversight Board (United States) for reviews of such information. However, as stated in their reports included in Merrill Lynch & Co., Inc.'s Quarterly Reports on Form 10-Q for the quarters ended April 1, 2005 and July 1, 2005 and incorporated by reference herein, they did not audit and they do not express opinions on that interim financial information. 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 interim condensed consolidated financial information 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.

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ANNEX A

This annex contains tables which provide a brief synopsis of the business of each of the Underlying Stocks as well as the split-adjusted month-end closing market prices for each Underlying Stock in each month from January 2000 through July 2005 (or from the first month-end for which that data is available). The historical prices of the Underlying Stocks are not indicative of the future performance of the Underlying Stocks or the Index. The following information, with respect to the business of each company issuing an Underlying Stock, has been derived from publicly available documents published by that company. Because the common stock of each of those companies is registered under the Securities Exchange Act of 1934, those companies are required to file periodically financial and other information specified by the Securities and Exchange Commission (the "SEC"). For more information about those companies, information provided to or filed with the SEC by those companies can be inspected at the SEC's public reference facilities or accessed through the SEC's website at <http://www.sec.gov>.

ABBOTT LABORATORIES

Abbott Laboratories is a health care company that discovers, develops, manufactures and sells health care products. Abbott's principal businesses are pharmaceutical products, nutritionals, and medical products, including diagnostics and cardiovascular devices.

2000	Closing Price	2001	Closing Price	2002	Closing Price	2003	Closing Price	2004	Closing Price	2005	Closing Price
January	30.52	January	41.96	January	53.97	January	35.66	January	40.29	January	45.02
February	30.63	February	45.82	February	52.89	February	33.32	February	40.03	February	45.99
March	32.91	March	44.14	March	49.20	March	35.18	March	38.44	March	46.62
April	35.95	April	43.38	April	50.46	April	38.00	April	41.17	April	49.16
May	38.06	May	48.62	May	44.43	May	41.67	May	41.21	May	48.24
June	41.68	June	44.91	June	35.22	June	40.93	June	40.76	June	49.01
July	38.93	July	50.13	July	38.73	July	36.71	July	39.35	July	46.63
August	40.92	August	46.49	August	37.44	August	37.69	August	41.69		
September	44.49	September	48.50	September	37.79	September	39.80	September	42.36		
October	49.40	October	49.55	October	39.16	October	39.86	October	42.63		
November	51.50	November	51.44	November	40.95	November	41.34	November	41.96		
December	45.31	December	52.15	December	37.41	December	43.59	December	46.65		

ANHEUSER-BUSCH COMPANIES, INC.

Anheuser-Busch Companies, Inc. (the "Company") is the holding company parent of Anheuser-Busch, Incorporated ("ABI"). In addition to ABI, a large brewer of beer, the Company is also the parent corporation to a number of subsidiaries that conduct various other business operations. The Company's operations include the following principle business segments: domestic beer, international beer, packaging and entertainment.

2000	Closing Price	2001	Closing Price	2002	Closing Price	2003	Closing Price	2004	Closing Price	2005	Closing Price
January	33.75	January	43.36	January	47.27	January	47.47	January	50.72	January	49.18
February	32.06	February	43.70	February	50.85	February	46.50	February	53.22	February	47.45
March	31.13	March	45.93	March	52.20	March	46.61	March	51.00	March	47.39
April	35.28	April	39.99	April	53.00	April	49.88	April	51.24	April	46.87
May	38.75	May	44.00	May	51.61	May	52.63	May	53.27	May	46.85
June	37.34	June	41.20	June	50.00	June	51.05	June	54.00	June	45.75
July	40.25	July	43.31	July	51.71	July	51.82	July	51.90	July	44.35
August	39.41	August	43.04	August	53.16	August	51.54	August	52.80		
September	42.31	September	41.88	September	50.60	September	49.34	September	49.95		
October	45.75	October	41.66	October	52.76	October	49.26	October	49.95		
November	47.44	November	43.10	November	49.12	November	51.82	November	50.09		
December	45.50	December	45.21	December	48.40	December	52.68	December	50.73		

[Table of Contents](#)**AVON PRODUCTS, INC.**

Avon Products, Inc. is a global manufacturer and marketer of beauty and related products. Avon's products fall into three product categories: Beauty, which consists of cosmetics, fragrances, skin care and toiletries; Beauty Plus, which consists of fashion jewelry, watches, apparel and accessories; and Beyond Beauty, which consists of home products, gift and decorative products, candles and toys.

2000	Closing Price	2001	Closing Price	2002	Closing Price	2003	Closing Price	2004	Closing Price	2005	Closing Price
January	15.91	January	21.15	January	24.60	January	25.00	January	31.66	January	42.22
February	13.53	February	21.23	February	25.85	February	26.00	February	35.30	February	42.77
March	14.53	March	20.00	March	27.16	March	28.53	March	37.94	March	42.94
April	20.75	April	21.16	April	27.93	April	29.09	April	42.00	April	40.08
May	20.66	May	21.88	May	26.48	May	30.47	May	44.33	May	39.74
June	22.25	June	23.14	June	26.12	June	31.10	June	46.14	June	37.85
July	19.84	July	23.20	July	23.13	July	31.20	July	43.01	July	32.71
August	19.59	August	23.07	August	24.37	August	32.05	August	44.18		
September	20.44	September	23.13	September	23.05	September	32.28	September	43.68		
October	24.25	October	23.42	October	24.25	October	33.98	October	39.55		
November	20.81	November	23.87	November	25.68	November	34.25	November	37.54		
December	23.94	December	23.25	December	26.94	December	33.75	December	38.70		

BROWN-FORMAN CORPORATION

Brown-Forman Corporation manufactures, bottles, imports, exports, and markets a wide variety of alcoholic beverage brands. The corporation also manufactures and markets new and used oak barrels.

2000	Closing Price	2001	Closing Price	2002	Closing Price	2003	Closing Price	2004	Closing Price	2005	Closing Price
January	27.97	January	33.10	January	32.75	January	31.07	January	46.71	January	48.23
February	23.81	February	31.75	February	33.98	February	34.78	February	48.86	February	50.90
March	27.22	March	30.98	March	36.38	March	38.45	March	47.66	March	54.75
April	27.28	April	30.40	April	39.31	April	38.27	April	46.86	April	55.50
May	29.03	May	32.75	May	39.36	May	39.43	May	48.05	May	59.62
June	26.88	June	31.97	June	34.50	June	39.31	June	48.27	June	60.46
July	25.00	July	34.17	July	33.89	July	38.95	July	46.51	July	58.45
August	26.50	August	32.25	August	35.22	August	39.52	August	47.49		
September	27.38	September	31.59	September	33.48	September	39.56	September	45.80		
October	30.44	October	29.72	October	36.15	October	42.19	October	44.90		
November	32.38	November	30.45	November	33.05	November	45.87	November	48.02		
December	33.25	December	31.30	December	32.68	December	46.73	December	48.68		

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THE CLOROX COMPANY

The Clorox Company is engaged primarily in the production and marketing of non-durable consumer products sold primarily through grocery and other retail stores. Clorox's product line includes household cleaning products, home care products, water filtration products, food storage products and various other consumer products. Clorox manufactures and markets its products in several continents worldwide.

2000	Closing Price	2001	Closing Price	2002	Closing Price	2003	Closing Price	2004	Closing Price	2005	Closing Price
January	47.75	January	33.75	January	40.78	January	38.22	January	48.88	January	59.42
February	40.44	February	35.96	February	43.79	February	42.31	February	49.06	February	60.04
March	32.50	March	31.45	March	43.63	March	46.17	March	48.91	March	62.99
April	36.75	April	31.83	April	44.25	April	45.22	April	51.78	April	63.30
May	39.63	May	34.64	May	45.80	May	44.66	May	52.36	May	58.41
June	44.81	June	33.85	June	41.35	June	42.65	June	53.78	June	55.72
July	41.31	July	37.38	July	38.50	July	43.39	July	49.77	July	55.85
August	36.19	August	37.25	August	43.06	August	42.85	August	52.84		
September	39.56	September	37.00	September	40.18	September	45.87	September	53.30		
October	44.63	October	35.70	October	44.93	October	45.30	October	54.60		
November	44.69	November	39.52	November	43.84	November	46.92	November	55.12		
December	35.50	December	39.55	December	41.25	December	48.56	December	58.93		

COLGATE-PALMOLIVE COMPANY

Colgate-Palmolive Company is a consumer products company whose products are marketed in over 200 countries and territories. Colgate-Palmolive Company manufactures and markets an array of products including toothpaste, bar and liquid hand soaps, shower gels, shampoos, conditioners, deodorants and antiperspirants and shave products.

2000	Closing Price	2001	Closing Price	2002	Closing Price	2003	Closing Price	2004	Closing Price	2005	Closing Price
January	59.25	January	60.08	January	57.15	January	50.91	January	51.27	January	52.54
February	52.19	February	59.05	February	55.98	February	50.31	February	55.45	February	52.92
March	56.38	March	55.26	March	57.15	March	54.44	March	55.10	March	52.17
April	57.13	April	55.85	April	53.01	April	57.17	April	57.88	April	49.79
May	52.63	May	56.64	May	54.20	May	59.62	May	57.20	May	49.97
June	59.88	June	58.99	June	50.05	June	57.95	June	58.45	June	49.91
July	55.69	July	54.20	July	51.35	July	54.60	July	53.20	July	52.94
August	50.94	August	54.15	August	54.55	August	55.28	August	54.00		
September	47.20	September	58.25	September	53.95	September	55.89	September	45.18		
October	58.76	October	57.52	October	54.98	October	53.19	October	44.62		
November	58.75	November	58.36	November	51.39	November	52.50	November	45.99		
December	64.55	December	57.75	December	52.43	December	50.05	December	51.16		

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CONAGRA FOODS, INC.

ConAgra Foods, Inc. operates in several different areas of the food business and produces a wide variety of products including packaged foods, food ingredients and agricultural products. Products produced by ConAgra include shelf-stable products such as canned goods and cooking oils, in addition to frozen food products, and refrigerated food products.

2000	Closing Price	2001	Closing Price	2002	Closing Price	2003	Closing Price	2004	Closing Price	2005	Closing Price
January	21.38	January	23.40	January	24.80	January	24.53	January	25.94	January	29.50
February	16.38	February	19.68	February	23.41	February	23.07	February	27.19	February	27.32
March	18.13	March	18.24	March	24.25	March	20.08	March	26.94	March	27.02
April	18.88	April	20.81	April	24.50	April	21.00	April	28.89	April	26.75
May	23.06	May	20.85	May	24.61	May	24.27	May	28.12	May	26.15
June	19.06	June	19.81	June	27.65	June	23.60	June	27.08	June	23.16
July	20.44	July	21.49	July	25.11	July	22.53	July	26.00	July	22.71
August	18.31	August	22.95	August	26.29	August	22.00	August	26.20		
September	20.06	September	22.45	September	24.85	September	21.24	September	25.71		
October	21.38	October	22.90	October	24.25	October	23.84	October	26.40		
November	25.44	November	22.97	November	24.37	November	24.50	November	27.05		
December	26.00	December	23.77	December	25.01	December	26.39	December	29.45		

EMERSON ELECTRIC CO.

Emerson Electric Co. is principally engaged in the design, manufacture and sale of a range of electrical, electromechanical and electronic products and systems. Emerson offers product lines that include various products and systems involving industrial automation, electronics and telecommunications, heating, ventilating and air conditioning systems, appliances and tools.

2000	Closing Price	2001	Closing Price	2002	Closing Price	2003	Closing Price	2004	Closing Price	2005	Closing Price
January	55.06	January	76.00	January	57.94	January	46.93	January	63.90	January	67.24
February	45.56	February	66.90	February	57.59	February	47.07	February	62.48	February	66.32
March	52.88	March	62.00	March	57.39	March	45.35	March	59.92	March	64.93
April	54.88	April	66.65	April	53.39	April	50.70	April	60.22	April	62.67
May	59.00	May	67.71	May	57.85	May	52.30	May	59.70	May	66.47
June	60.38	June	60.50	June	53.51	June	51.10	June	63.55	June	62.63
July	61.06	July	57.36	July	50.95	July	53.70	July	60.70	July	65.80
August	66.19	August	53.60	August	48.78	August	55.76	August	62.25		
September	67.00	September	47.06	September	43.94	September	52.65	September	61.89		
October	73.44	October	49.02	October	48.18	October	56.75	October	64.05		
November	72.88	November	54.06	November	52.15	November	61.04	November	66.82		
December	78.81	December	57.10	December	50.85	December	64.75	December	70.10		

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GENUINE PARTS COMPANY

Genuine Parts Company is a service organization engaged in the distribution of automotive replacement parts, industrial replacement parts, office products and electrical/electronic materials, and conducts its business throughout the United States, in Canada and in Mexico from approximately 1,800 locations.

2000	Closing Price	2001	Closing Price	2002	Closing Price	2003	Closing Price	2004	Closing Price	2005	Closing Price
January	24.13	January	25.36	January	35.52	January	29.50	January	32.96	January	42.33
February	22.56	February	26.96	February	36.53	February	28.80	February	34.73	February	43.28
March	23.88	March	25.91	March	36.77	March	30.51	March	32.72	March	43.49
April	26.25	April	27.00	April	34.51	April	31.97	April	35.80	April	42.90
May	23.88	May	28.57	May	36.55	May	32.87	May	37.64	May	49.96
June	20.00	June	31.50	June	34.87	June	32.01	June	39.68	June	41.09
July	20.06	July	32.92	July	30.71	July	30.94	July	37.73	July	45.79
August	20.56	August	30.76	August	33.25	August	32.02	August	37.91		
September	19.06	September	31.86	September	30.64	September	31.98	September	38.38		
October	21.31	October	32.50	October	29.54	October	31.82	October	39.89		
November	19.19	November	33.70	November	31.79	November	31.48	November	43.41		
December	26.19	December	36.70	December	30.80	December	33.20	December	44.06		

JOHNSON CONTROLS, INC.

Johnson Controls, Inc. provides building control systems and services including comfort, energy and security management for the non-residential buildings market. In addition, Johnson provides for the integration of management, operation and control of building systems such as temperature, ventilation, humidity, fire safety and security. Johnson also supplies various automotive interior products, including seating, instrument panels, overhead components, floor consoles and door systems, electronics and batteries.

2000	Closing Price	2001	Closing Price	2002	Closing Price	2003	Closing Price	2004	Closing Price	2005	Closing Price
January	27.63	January	32.49	January	42.03	January	40.39	January	58.85	January	59.16
February	26.69	February	33.24	February	44.38	February	38.98	February	58.32	February	59.10
March	27.03	March	31.23	March	44.16	March	36.22	March	59.15	March	55.76
April	31.66	April	36.20	April	43.13	April	41.12	April	54.86	April	54.87
May	28.47	May	35.20	May	44.03	May	41.63	May	53.92	May	56.66
June	25.66	June	36.24	June	40.81	June	42.80	June	53.38	June	56.33
July	25.97	July	40.30	July	40.51	July	48.31	July	56.45	July	57.44
August	26.72	August	36.63	August	43.15	August	49.50	August	56.30		
September	26.59	September	32.62	September	38.41	September	47.30	September	56.81		
October	29.81	October	36.16	October	39.00	October	53.77	October	57.35		
November	27.56	November	39.76	November	41.45	November	54.72	November	61.40		
December	26.00	December	40.38	December	40.09	December	58.06	December	63.44		

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KIMBERLY-CLARK CORPORATION

Kimberly-Clark Corporation is a global health and hygiene company focused on building its personal care, consumer tissue and business-to-business operations. The corporation is principally engaged in the manufacturing and marketing of a wide range of health and hygiene products around the world. Most of these products are made from natural or synthetic fibers using advanced technologies in fibers, nonfibers and absorbency.

2000	Closing Price	2001	Closing Price	2002	Closing Price	2003	Closing Price	2004	Closing Price	2005	Closing Price
January	60.90	January	63.66	January	59.29	January	45.54	January	58.07	January	65.51
February	50.82	February	70.30	February	61.55	February	45.06	February	63.59	February	65.98
March	55.06	March	66.69	March	63.56	March	44.70	March	62.04	March	65.73
April	57.09	April	58.40	April	64.02	April	48.93	April	64.35	April	62.45
May	59.48	May	59.43	May	63.83	May	51.06	May	64.79	May	64.33
June	56.41	June	54.96	June	60.96	June	51.26	June	64.77	June	62.59
July	56.47	July	59.79	July	60.02	July	47.59	July	62.99	July	63.76
August	57.52	August	61.01	August	58.83	August	50.25	August	65.58		
September	54.87	September	60.96	September	55.69	September	50.46	September	63.50		
October	64.89	October	54.58	October	50.63	October	51.92	October	58.67		
November	68.76	November	57.19	November	49.47	November	53.31	November	62.54		
December	69.50	December	58.79	December	46.67	December	58.10	December	65.81		

PAYCHEX, INC.

Paychex, Inc. is a provider of payroll and integrated human resource and employee benefit outsourcing solutions for small-to medium-sized businesses. Paychex offers payroll, payroll-related, and human resource products that include payroll processing, tax filing and payments, employee pay, retirement services administration, employee benefits administration, regulatory compliance (new hire reporting and garnishment processing), workers' compensation insurance, and human resource administrative services.

2000	Closing Price	2001	Closing Price	2002	Closing Price	2003	Closing Price	2004	Closing Price	2005	Closing Price
January	29.38	January	45.13	January	36.70	January	25.18	January	37.48	January	30.49
February	33.38	February	39.94	February	36.95	February	26.22	February	32.17	February	31.93
March	34.92	March	37.06	March	39.70	March	27.47	March	35.60	March	32.82
April	35.08	April	34.56	April	37.33	April	31.14	April	37.28	April	30.60
May	35.00	May	38.43	May	34.65	May	30.52	May	37.51	May	28.88
June	42.00	June	40.00	June	31.29	June	29.31	June	33.88	June	32.54
July	45.75	July	39.30	July	26.31	July	32.53	July	30.71	July	34.91
August	44.63	August	37.07	August	23.40	August	36.00	August	29.67		
September	52.50	September	31.51	September	24.27	September	33.93	September	30.15		
October	56.69	October	32.06	October	28.82	October	38.92	October	32.79		
November	58.13	November	35.01	November	29.20	November	38.47	November	33.16		
December	48.63	December	34.85	December	27.90	December	37.20	December	34.08		

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PEPSICO INC.

PepsiCo, Inc. is a global snack and beverage company that manufactures, markets and sells a variety of salty, convenient, sweet and grain-based snacks, carbonated and non-carbonated beverages and foods. The trademarks owned by PepsiCo., Inc. include, among others, Aquafina, Frito-Lay, Gatorade, Mountain Dew, Pepsi, Quaker, 7UP, Tostitos and Tropicana.

2000	Closing Price	2001	Closing Price	2002	Closing Price	2003	Closing Price	2004	Closing Price	2005	Closing Price
January	34.13	January	44.07	January	50.09	January	40.48	January	47.26	January	53.70
February	32.25	February	46.08	February	50.50	February	38.32	February	51.90	February	53.86
March	34.56	March	43.95	March	51.50	March	40.00	March	53.85	March	53.03
April	36.69	April	43.81	April	51.90	April	43.28	April	54.49	April	55.64
May	40.69	May	44.76	May	51.98	May	44.20	May	53.37	May	56.26
June	44.44	June	44.20	June	48.20	June	44.50	June	53.88	June	53.93
July	45.81	July	46.63	July	42.94	July	46.07	July	50.00	July	54.53
August	42.63	August	47.00	August	39.55	August	44.54	August	50.00		
September	46.00	September	48.50	September	36.95	September	45.83	September	48.65		
October	48.44	October	48.71	October	44.10	October	47.82	October	49.58		
November	45.38	November	48.63	November	42.48	November	48.12	November	49.91		
December	49.56	December	48.69	December	42.22	December	46.62	December	52.20		

ROHM AND HAAS COMPANY

Rohm and Haas Company manufactures and markets a variety of specialty chemicals and materials. These chemicals are used in paint and coatings, electronic materials, household products, adhesives, plastics and salt. Rohm and Haas and its subsidiaries operate manufacturing facilities worldwide.

2000	Closing Price	2001	Closing Price	2002	Closing Price	2003	Closing Price	2004	Closing Price	2005	Closing Price
January	42.25	January	35.90	January	36.78	January	30.85	January	39.27	January	44.24
February	40.38	February	36.75	February	38.41	February	28.54	February	39.75	February	48.17
March	44.63	March	30.81	March	42.27	March	29.78	March	39.84	March	48.00
April	35.63	April	34.37	April	37.11	April	33.11	April	38.78	April	43.66
May	34.13	May	33.20	May	37.68	May	32.43	May	38.54	May	46.65
June	34.50	June	32.90	June	40.49	June	31.03	June	41.58	June	46.34
July	26.00	July	34.34	July	37.50	July	35.37	July	39.20	July	46.06
August	28.94	August	35.91	August	36.39	August	36.33	August	40.53		
September	29.06	September	32.76	September	31.00	September	33.45	September	42.97		
October	30.06	October	32.47	October	33.27	October	39.30	October	42.39		
November	29.75	November	35.50	November	35.39	November	40.15	November	44.09		
December	36.31	December	34.63	December	32.48	December	42.71	December	44.23		

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Sysco Corporation, acting through its subsidiaries and divisions, is the largest North American distributor of food and related products primarily to the foodservice or “food-prepared-away-from-home” industry. The corporation provides its products and services to approximately 400,000 customers, including restaurants, healthcare and educational facilities, lodging establishments and other foodservice customers.

2000	Closing Price	2001	Closing Price	2002	Closing Price	2003	Closing Price	2004	Closing Price	2005	Closing Price
January	17.78	January	26.92	January	29.62	January	29.37	January	37.93	January	34.97
February	16.41	February	27.26	February	29.57	February	27.12	February	39.65	February	34.42
March	17.84	March	26.51	March	29.82	March	25.44	March	39.05	March	35.80
April	18.81	April	28.12	April	29.01	April	28.73	April	38.25	April	34.60
May	20.97	May	29.73	May	27.85	May	30.94	May	37.50	May	37.16
June	21.06	June	27.15	June	27.22	June	30.04	June	35.87	June	36.19
July	19.69	July	26.84	July	26.05	July	30.13	July	34.45	July	36.06
August	21.16	August	28.02	August	28.36	August	31.46	August	32.14		
September	23.16	September	25.54	September	28.39	September	32.71	September	29.92		
October	26.09	October	24.11	October	31.68	October	33.66	October	32.27		
November	27.63	November	24.59	November	29.42	November	36.32	November	34.75		
December	30.00	December	26.22	December	29.79	December	37.23	December	38.17		



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