

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person* Carlin Gary M.  (Last) (First) (Middle) C/O MERRILL LYNCH & CO., INC., 4 WORLD FINANCIAL CENTER  (Street)  NEW YORK, NY 10080  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/08/2008	3. Issuer Name and Ticker or Trading Symbol MERRILL LYNCH & CO INC [MER]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Accounting Officer	5. If Amendment, Date Original Filed(Month/Day/Year)
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	21,078 (1)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option - Right to Acquire (2)	(3)	01/23/2011	Common Stock	5,802	\$ 77.5625	D	
Stock Option - Right to Acquire (2)	(4)	01/28/2012	Common Stock	12,838	\$ 53.745	D	
Stock Option - Right to Acquire (2)	(5)	01/27/2013	Common Stock	5,544	\$ 36.065	D	
Stock Option - Right to Acquire (2)	(6)	01/26/2014	Common Stock	2,424	\$ 59.85	D	

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carlin Gary M. C/O MERRILL LYNCH & CO., INC. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080			Chief Accounting Officer	

**Signatures**

Gary M.Carlin (By Pia K. Thompson, as agent)	09/17/2008
<small>**Signature of Reporting Person</small>	<small>Date</small>

**Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

**\*\*** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This total includes 2,954 Restricted Shares and 8,835 Restricted Units granted under the Merrill Lynch & Co., Inc. Employee Stock Compensation Plan. The value of each Restricted Unit is equal to one Common Share and the Restricted Units are payable in Common Shares. These shares and units are subject to vesting and restricted periods.

- (1) This total also includes 2,568 stock units issued upon exercise of stock options in 2002 under a deferral program for options under the Merrill Lynch & Co., Inc. Long-Term Incentive Compensation Plan for Managers and Producers (the "Plan"). These stock units are payable in Common Shares at the end of the deferral period specified under the program, which has subsequently been discontinued. These grants were exempt under the provisions of Rule 16b-3.
- (2) These stock options were granted under the Plan. The grant of these options was exempt under the provisions of Rule 16b-3.
- (3) All stock options became exercisable on 08/01/2001.
- (4) All stock options became exercisable on 08/01/2002.
- (5) 1,386 stock options became exercisable after each of 01/27/2004, 01/27/2004, 01/27/2005 and 01/27/2006.
- (6) 606 stock options became exercisable after each of 01/26/2005, 01/26/2006, 01/26/2007 and 01/26/2008.

**Remarks:**

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

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

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

POWER OF ATTORNEY

I hereby appoint Richard B. Alsop, Judith A. Witterschein, Cara I. Londin, Mason A. Reeves, Gale Chang, Pia K. Thompson and Margaret E. Nelson to act individually as my agent and attorney-in-fact for the purpose of completing, executing and filing on my behalf with the Securities and Exchange Commission, the New York Stock Exchange, Inc. or any other exchange or self regulatory body, any Form 3 "Initial Statement of Beneficial Ownership of Securities", Form 4 "Statement of Changes in Beneficial Ownership of Securities", Form 5 "Annual Statement of Beneficial Ownership of Securities", Form 144 "Notice of Proposed Sale of Securities", or any other similar form to report securities ownership that may, in the opinion of any of them be necessary, with respect to any transaction in securities of Merrill Lynch & Co., Inc.

Nothing herein shall relieve me of the responsibility for the accuracy of the information and representations contained in any Form 3, Form 4, Form 5, Form 144 or other similar form completed, executed and filed pursuant to this power of attorney.

This power of attorney shall supersede all similar prior powers of attorney and will remain effective as to the agents and attorneys-in-fact referred to above until I revoke or amend it by written notice to such persons.

/s/ Gary M. Carlin  
Gary M. Carlin

State of New York  
County of New York

Sworn to before me this 8th  
day of September, 2008.

/s/ Jae Eun Kye

Notary

Jae Eun Kye  
Notary Public, State of New York  
No.01KY6123186, Qualified in New York County  
Commission Expires February 28, 2009