SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 28, 2001

MERRILL LYNCH & CO., INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware	1-7182	13-2740599
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

4 World Financial Center, New York, New York	10080
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: (212) 449-1000

(Former Name or Former Address, if Changed Since Last Report.)

ITEM 5. OTHER EVENTS

Filed herewith is the Preliminary Unaudited Consolidated Balance Sheet as of December 29, 2000 for Merrill Lynch & Co., Inc. and subsidiaries ("Merrill Lynch"). Also filed herewith is a statement setting forth the computation of certain financial ratios for the periods presented.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(c) Exhibits

(12) Computation of Ratios of Earnings to Fixed Charges and Combined Fixed Charges and Preferred Stock Dividends.

(99) Additional Exhibits

(i) Preliminary Unaudited Consolidated Balance Sheet of Merrill Lynch as of December 29, 2000.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

MERRILL LYNCH & CO., INC.
(Registrant)

By: /s/ Thomas H. Patrick

Thomas H. Patrick
Executive Vice President and
Chief Financial Officer

Date: February 28, 2001

EXHIBIT INDEX

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MERRILL LYNCH & CO., INC. AND SUBSIDIARIES
COMPUTATION OF RATIOS OF EARNINGS TO FIXED CHARGES AND
COMBINED FIXED CHARGES AND PREFERRED STOCK DIVIDENDS
(dollars in millions)

	YEAR ENDED LAST FRIDAY IN DECEMBER				
	2000	1999	1998	1997	1996
	(52 weeks)	(53 weeks)	(52 weeks)	(52 weeks)	(52 weeks)
<S>	<C>	<C>	<C>	<C>	<C>
Pre-tax earnings	$ 5,717	$ 4,206	$ 2,120	$ 3,102	$ 2,671
Add: Fixed charges (excluding capitalized interest and preferred security dividend requirements of subsidiaries)	18,307	13,235	17,237	15,128	11,605
Pre-tax earnings before fixed charges	24,024	17,441	19,357	18,230	14,276
Fixed charges:					
Interest	18,052	12,987	17,014	14,938	11,426
Other (a)	465	451	354	240	187
Total fixed charges	18,517	13,438	17,368	15,178	11,613
Preferred stock dividends	55	56	58	62	74
Total combined fixed charges and preferred stock dividends	$18,572	$13,494	$17,426	$15,240	$11,687
Ratio of earnings to fixed charges	1.30	1.30	1.11	1.20	1.23
Ratio of earnings to combined fixed charges and preferred stock dividends	1.29	1.29	1.11	1.20	1.22

(a) Other fixed charges consists of the interest factor in rentals, amortization of debt issuance costs, preferred security dividend requirements of subsidiaries, and amortization of capitalized interest.

Note: Prior period amounts have been restated to reflect the merger with Herzog, Heine, Geduld, Inc. as required under pooling-of-interests accounting.

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EXHIBIT 99(i)

MERRILL LYNCH & CO., INC. AND SUBSIDIARIES
PRELIMINARY UNAUDITED CONSOLIDATED BALANCE SHEET

(dollars in millions)	Dec. 29, 2000
<S>	<C>
ASSETS	
CASH AND CASH EQUIVALENTS	$ 23,205
CASH AND SECURITIES SEGREGATED FOR REGULATORY PURPOSES OR DEPOSITED WITH CLEARING ORGANIZATIONS	6,092
RECEIVABLES UNDER RESALE AGREEMENTS AND SECURITIES BORROWED TRANSACTIONS	114,581
MARKETABLE INVESTMENT SECURITIES	49,251
TRADING ASSETS, AT FAIR VALUE	
Equities and convertible debentures	19,347
Corporate debt and preferred stock	18,262
Contractual agreements	20,361
U.S. Government and agencies	19,673
Mortgages, mortgage-backed, and asset-backed	8,225
Non-U.S. governments and agencies	2,855
Municipals and money markets	2,791
	91,514
SECURITIES PLEDGED AS COLLATERAL	9,097
OTHER RECEIVABLES	
Customers (net of allowance for doubtful accounts of $68)	41,613
Brokers and dealers	26,421
Interest and other	8,879
Total	76,913
INVESTMENTS OF INSURANCE SUBSIDIARIES	4,002
LOANS, NOTES, AND MORTGAGES (net of allowance for loan losses of $176)	17,472
OTHER INVESTMENTS	4,938
EQUIPMENT AND FACILITIES (net of accumulated depreciation and amortization of $4,658)	3,444
GOODWILL (net of accumulated amortization of $720)	4,407
OTHER ASSETS	2,284
TOTAL ASSETS	$407,200

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EXHIBIT 99(i)

MERRILL LYNCH & CO., INC. AND SUBSIDIARIES
PRELIMINARY UNAUDITED CONSOLIDATED BALANCE SHEET

(dollars in millions, except per share amount)	Dec. 29, 2000

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LIABILITIES	
PAYABLES UNDER REPURCHASE AGREEMENTS AND SECURITIES LOANED TRANSACTIONS	$103,883
COMMERCIAL PAPER AND OTHER SHORT-TERM BORROWINGS	15,183
DEMAND AND TIME DEPOSITS	67,648
TRADING LIABILITIES, AT FAIR VALUE	
Contractual agreements	21,587
Equities and convertible debentures	18,535
U.S. Government and agencies	14,466
Non-U.S. governments and agencies	7,135
Corporate debt, municipals and preferred stock	7,134
Total	68,857
OTHER PAYABLES	
Customers	24,762
Brokers and dealers	9,514
Interest and other	22,204
Total	56,480
LIABILITIES OF INSURANCE SUBSIDIARIES	3,908
LONG-TERM BORROWINGS	70,223
TOTAL LIABILITIES	386,182
PREFERRED SECURITIES ISSUED BY SUBSIDIARIES	2,714
STOCKHOLDERS' EQUITY	
PREFERRED STOCKHOLDERS' EQUITY (42,500 shares issued, liquidation preference $10,000 per share)	425
COMMON STOCKHOLDERS' EQUITY	
Shares exchangeable into common stock	68
Common stock, par value $1.33 1/3 per share; authorized: 1,000,000,000 shares; issued: 962,533,498 shares	1,283
Paid-in capital	2,843
Accumulated other comprehensive loss (net of tax)	(345)
Retained earnings	16,156
	20,005
Less: Treasury stock, at cost: 154,578,945 shares	1,273
Employee stock transactions	853
Total Common Stockholders' Equity	17,879
Total Stockholders' Equity	18,304
Total Liabilities, Preferred Securities Issued by Subsidiaries, and Stockholders' Equity	$407,200

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