

(Print or Type Responses)

|                                                                                       |                                         |                                                                                  |                                   |                                                                                                                                                                                                                                                                  |                                                                      |                  |                                                                                                  |                                                             |                                                          |
|---------------------------------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------------|-----------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|------------------|--------------------------------------------------------------------------------------------------|-------------------------------------------------------------|----------------------------------------------------------|
| 1. Name and Address of Reporting Person *<br>MCCANN ROBERT J                          |                                         | 2. Issuer Name and Ticker or Trading Symbol<br>MERRILL LYNCH & CO INC [MER]      |                                   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><div><div><div>Director</div><div>10% Owner</div></div><div><div>X Officer (give title below)</div><div>Other (specify below)</div></div><div>Executive Vice President</div></div> |                                                                      |                  |                                                                                                  |                                                             |                                                          |
| (Last) (First) (Middle)<br>C/O MERRILL LYNCH & CO., INC., 4<br>WORLD FINANCIAL CENTER |                                         | 3. Date of Earliest Transaction (Month/Day/Year)<br>01/31/2008                   |                                   |                                                                                                                                                                                                                                                                  |                                                                      |                  |                                                                                                  |                                                             |                                                          |
| (Street)<br>NEW YORK, NY 10080                                                        |                                         | 4. If Amendment, Date Original Filed(Month/Day/Year)                             |                                   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><div><div>X Form filed by One Reporting Person</div><div>Form filed by More than One Reporting Person</div></div>                                                                                 |                                                                      |                  |                                                                                                  |                                                             |                                                          |
| (City) (State) (Zip)                                                                  |                                         | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |                                   |                                                                                                                                                                                                                                                                  |                                                                      |                  |                                                                                                  |                                                             |                                                          |
| 1. Title of Security<br>(Instr. 3)                                                    | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year)                            | 3. Transaction Code<br>(Instr. 8) |                                                                                                                                                                                                                                                                  | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |                  | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|                                                                                       |                                         |                                                                                  | Code                              | V                                                                                                                                                                                                                                                                | Amount                                                               | (A) or (D) Price |                                                                                                  |                                                             |                                                          |
| Common Stock                                                                          | 01/31/2008                              |                                                                                  | F                                 |                                                                                                                                                                                                                                                                  | 63,548                                                               | D \$ 55.65       | 524,165 (U)                                                                                      | D                                                           |                                                          |

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

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| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned<br>(e.g., puts, calls, warrants, options, convertible securities) |                                                        |                                         |                                                       |                                   |   |                                                                                            |     |                                                             |                 |                                                                  |                            |                                               |                                                                                                       |                                                                                     |                                                           |
|-------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|-----------------------------------------|-------------------------------------------------------|-----------------------------------|---|--------------------------------------------------------------------------------------------|-----|-------------------------------------------------------------|-----------------|------------------------------------------------------------------|----------------------------|-----------------------------------------------|-------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|-----------------------------------------------------------|
| 1. Title of Derivative Security<br>(Instr. 3)                                                                                                   | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) |     | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) |                            | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|                                                                                                                                                 |                                                        |                                         |                                                       |                                   |   |                                                                                            |     |                                                             |                 |                                                                  |                            |                                               |                                                                                                       |                                                                                     |                                                           |
|                                                                                                                                                 |                                                        |                                         |                                                       | Code                              | V | (A)                                                                                        | (D) | Date Exercisable                                            | Expiration Date | Title                                                            | Amount or Number of Shares |                                               |                                                                                                       |                                                                                     |                                                           |

Reporting Owners

| Reporting Owner Name / Address                                                                     | Relationships |           |                          |       |
|----------------------------------------------------------------------------------------------------|---------------|-----------|--------------------------|-------|
|                                                                                                    | Director      | 10% Owner | Officer                  | Other |
| MCCANN ROBERT J<br>C/O MERRILL LYNCH & CO., INC.<br>4 WORLD FINANCIAL CENTER<br>NEW YORK, NY 10080 |               |           | Executive Vice President |       |

Signatures

|                                                 |  |            |
|-------------------------------------------------|--|------------|
| Robert J. McCann (By Pia K. Thompson, as agent) |  | 02/04/2008 |
| **Signature of Reporting Person                 |  | Date       |

Explanation of Responses:

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

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

(1) This total also reflects the acquisitions of shares of Merrill Lynch & Co., Inc. common stock as a result of contributions, allocations or dividend reinvestments through Merrill Lynch plans which are exempt from the reporting requirements under the provisions of Rule 16a-3 and/or 16a-11.

**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.

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