

John D. Finnegan (By Pia K. Thompson, as agent)	01/05/2009
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 reflects the acquisition of shares of issuer common stock as a result of contributions, allocations or dividend reinvestments through issuer plans which are exempt from the reporting requirements under the provisions of Rule 16a-3 and/or 16a-11.

(2) These Deferred Stock Units (the "DSUs"), which were granted to reporting person pursuant to the terms of the Merrill Lynch & Co., Inc. Deferred Stock Unit And Stock Option Plan for Non-Employee Directors, as amended, and the Merrill Lynch & Co., Inc. Deferred Stock Unit Plan for Non-Employee Directors (together, the "Plans"), were disposed of pursuant to the terms of the Plans which require that, upon a change in control, the DSUs must be liquidated for a cash amount determined pursuant to a formula set forth in the relevant Plan. This transaction is exempt under Rule 16b-3.

(3) These Stock Options, which were granted to the reporting person pursuant to the terms of the Merrill Lynch & Co., Inc. Deferred Stock Unit And Stock Option Plan for Non-Employee Directors, as amended, (the "Plan"), were disposed of pursuant to the terms of the Plan which require that, upon a change in control, the Stock Options must be liquidated for a cash amount determined pursuant to a formula set forth in the Plan. This transaction is exempt under Rule 16b-3.

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.