

## SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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FORM 8-K

## CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934Date of Report (Date of earliest event reported): April 15, 1997  
-----Merrill Lynch & Co., Inc.  
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(Exact Name of Registrant as Specified in Charter)

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

World Financial Center, North Tower, New York, New York 10281-1332  
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(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  
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Filed herewith is the Preliminary Unaudited Earnings Summary, as contained in a press release dated April 15, 1997, for Merrill Lynch & Co., Inc. ("ML & Co.") for the three-month period ended March 28, 1997. The results of operations set forth therein for such period are unaudited. All adjustments, consisting only of normal recurring accruals, that are in the opinion of management, necessary for a fair presentation of the results of operations for the period presented have been included. The nature of ML & Co.'s business is such that the results for any interim period are not necessarily indicative of the results for a full year.

Preferred stockholders' equity, common stockholders' equity, long-term borrowings, preferred securities issued by subsidiaries, and book value per common share as of March 28, 1997 were approximately \$0.4 billion, \$6.5 billion, \$29.7 billion, \$0.6 billion, and \$39.40, respectively.

On April 15, 1997, the Board of Directors of ML & Co. declared a two-for-one stock split, to be effected in the form of a 100% stock dividend, payable on May 30, 1997, to the holders of record of shares of Common Stock, par value \$1.33 1/3 per share, of ML & Co. ("Common Stock") at the close of business on May 2, 1997. The Board of Directors also declared a cash dividend on pre-split shares of \$.40 per share, payable on May 21, 1997 to the holders of record of Common Stock on May 2, 1997.

Pursuant to Rule 416 of the Securities Act of 1933, effective on the ex-dividend date for the stock split described above, the following Registration Statements shall be deemed to cover the additional shares of Common Stock resulting from such stock split: No. 33-41942; No. 33-17908; No. 33-33336; No. 33-51831; No. 33-51829; No. 33-54154; No. 33-54572; No. 333-00863; No. 333-13367; No. 333-17099; No. 333-18915; No. 333-33335; No. 333-45777; No. 333-02275; and No. 333-24889.

Item 7. Financial Statements, "Pro Forma" Financial Information and Exhibits  
-----(c) Exhibits.  
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(99) Additional Exhibits

- (i) Preliminary Unaudited Earnings Summary for the three-month period ended March 28, 1997.

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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.

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(Registrant)

By: /s/ Joseph T. Willett

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Joseph T. Willett  
Senior Vice President,  
Chief Financial Officer

Date: April 15, 1997

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EXHIBIT INDEX

Exhibit No.	Description	Page
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(99)	Additional Exhibits	
	(i) Preliminary Unaudited Earnings Summary for the three-month period ended March 28, 1997.	5

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<TABLE>  
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Exhibit

99(i)

Merrill Lynch & Co., Inc.  
Preliminary Unaudited Earnings Summary

Increase/ (Decrease) [In millions, except per share amounts]	For Three Months Ended			1Q97 Versus	
	March 28, 1997	December 27, 1996	March 29, 1996	4Q96	1Q96
<S>	<C>	<C>	<C>	<C>	<C>
Revenues:					
Commissions	\$1,115	\$ 967	\$ 989	15.3%	12.7%
Interest and Dividends	3,848	3,492	3,010	10.2	27.8
Principal Transactions	1,063	744	982	42.9	8.3
Investment Banking	608	517	378	17.6	60.9
Asset Management and Portfolio Service Fees	646	601	538	7.6	20.2
Other	171	280	122	(39.1)	39.9
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Total Revenues	7,451	6,601	6,019	12.9	23.8
Interest Expense	3,610	3,219	2,758	12.2	30.9
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Net Revenues	3,841	3,382	3,261	13.6	17.8
	-----	-----	-----		
Non-Interest Expenses:					
Compensation and Benefits	1,988	1,660	1,691	19.7	17.6
Communications and Equipment Rental	158	151	131	4.7	20.7
Occupancy	120	163	116	(26.3)	3.7
Depreciation and Amortization	105	111	98	(5.4)	7.3
Professional Fees	198	160	130	23.6	51.7
Advertising and Market Development	144	150	114	(3.8)	26.2
Brokerage, Clearing, and Exchange Fees	118	103	106	14.7	11.0
Other	244	209	204	16.8	19.7
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Total Non-Interest Expenses	3,075	2,707	2,590	13.6	18.7
	-----	-----	-----		
Earnings Before Income Taxes and Dividends on Preferred Securities Issued by Subsidiaries	766	675	671	13.5	14.2
Income Tax Expense	291	230	261	26.5	11.2
Dividends on Preferred Securities Issued by Subsidiaries	10	--	--	n/m	n/m
	-----	-----	-----		
Net Earnings	\$ 465	\$ 445	\$ 410	4.6	13.6
	=====	=====	=====		
Preferred Stock Dividends	\$ 10	\$ 12	\$ 12	(8.5)	(9.7)
	-----	-----	-----		
Net Earnings Applicable to Common Stockholders	\$ 455	\$ 433	\$ 398	4.9	14.3
	=====	=====	=====		
Earnings per Common Share (A):					
Primary	\$ 2.34	\$ 2.29	\$ 2.03	2.2	15.3
Fully Diluted	\$ 2.34	\$ 2.27	\$ 2.03	3.1	15.3
Average Shares (A):					
Primary	194.5	189.4	196.2	2.7	(0.9)
Fully Diluted	194.5	190.7	196.2	2.0	(0.9)

</TABLE>

(A) Earnings per common share amounts and average shares used in computing earnings per common share do not give effect to the two-for-one stock split, effected in the form of a stock dividend, declared by the Board of Directors on April 15, 1997 and payable on May 30, 1997.

Note: Percentages are based on actual numbers before rounding.