

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): July 31, 2002

Merrill Lynch & Co., Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware 1-7182 13-2740599

(State or Other (Commission (I.R.S. Employer
Jurisdiction of File Number) Identification No.)
Incorporation)

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 June 28, 2002 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 June 28, 2002.

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.

(Registrant)

By: /s/ Thomas H. Patrick

Thomas H. Patrick
Executive Vice President
and Chief Financial Officer

By: /s/ John J. Fosina

John J. Fosina
Controller

Date: July 31, 2002

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(12)	Computation of Ratios of Earnings to Fixed Charges and Combined Fixed Charges and Preferred Stock Dividends	5
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	(i) Preliminary Unaudited Consolidated Balance Sheet of Merrill Lynch as of June 28, 2002	6-7

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EXHIBIT 12

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)

Six Months Ended		For the Three Months Ended		For the
-----		-----		-----
June 29,		June 28,	June 29,	June 28,
2001		2002	2001	2002
-----		-----	-----	-----
<S>		<C>	<C>	<C>
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Pre-tax earnings		\$ 948	\$ 852	\$1,960
\$ 2,203				
Add: Fixed charges (excluding capitalized interest and preferred security dividend requirements of subsidiaries)		2,441	4,803	4,965
10,380		-----	-----	-----

Pre-tax earnings before fixed charges		3,389	5,655	6,925
12,583		=====	=====	=====
=====				
Fixed charges:				
Interest		2,389	4,739	4,858
10,251				
Other (a)		100	117	204
234		-----	-----	-----

Total fixed charges		2,489	4,856	5,062
10,485		=====	=====	=====
=====				
Preferred stock dividend requirements		13	14	27
28		-----	-----	-----

Total combined fixed charges and preferred stock dividends		\$2,502	\$4,870	\$5,089
\$10,513		=====	=====	=====
=====				
RATIO OF EARNINGS TO FIXED CHARGES		1.36	1.16	1.37
1.20				
RATIO OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED STOCK DIVIDENDS		1.35	1.16	1.36
1.20				

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

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EXHIBIT 99(i)

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

(dollars in millions)	Jun. 28, 2002
<S>	<C>
ASSETS	
CASH AND CASH EQUIVALENTS.....	\$ 14,714
CASH AND SECURITIES SEGREGATED FOR REGULATORY PURPOSES OR DEPOSITED WITH CLEARING ORGANIZATIONS.....	6,617
SECURITIES FINANCING TRANSACTIONS	
Receivables under resale agreements.....	75,298
Receivables under securities borrowed transactions.....	59,274
	134,572
INVESTMENT SECURITIES.....	77,430
TRADING ASSETS, AT FAIR VALUE (includes securities pledged as collateral of \$7,949)	
Contractual agreements.....	32,354
Corporate debt and preferred stock.....	21,029
Mortgages, mortgage-backed, and asset-backed.....	14,821
Equities and convertible debentures.....	13,252
U.S. Government and agencies.....	11,252
Non-U.S. governments and agencies.....	9,588
Municipals and money markets.....	4,270
	106,566
SECURITIES RECEIVED AS COLLATERAL.....	3,982
OTHER RECEIVABLES	
Customers (net of allowance for doubtful accounts of \$67).....	37,896
Brokers and dealers.....	13,374
Interest and other.....	9,670
	60,940
LOANS, NOTES, AND MORTGAGES (net of allowance for loan losses of \$455).....	26,308
EQUIPMENT AND FACILITIES (net of accumulated depreciation and amortization of \$4,535).....	3,145
GOODWILL (net of accumulated amortization of \$955).....	4,253
OTHER ASSETS.....	2,899
TOTAL ASSETS.....	\$441,426

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EXHIBIT 99(i)

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

Jun. 28,

(dollars in millions, except per share amount)	2002
<S>	<C>
LIABILITIES	
SECURITIES FINANCING TRANSACTIONS	
Payables under repurchase agreements.....	\$ 89,746
Payables under securities loaned transactions.....	9,789

	99,535

COMMERCIAL PAPER AND OTHER SHORT-TERM BORROWINGS.....	5,964

DEPOSITS.....	81,110

TRADING LIABILITIES, AT FAIR VALUE	
Contractual agreements.....	36,142
U.S. Government and agencies.....	17,847
Equities and convertible debentures.....	10,746
Non-U.S. governments and agencies.....	9,541
Corporate debt, municipals, and preferred stock.....	7,599

	81,875

OBLIGATION TO RETURN SECURITIES RECEIVED AS COLLATERAL.....	3,982

OTHER PAYABLES	
Customers.....	29,373
Brokers and dealers.....	14,504
Interest and other.....	21,622

	65,499

LIABILITIES OF INSURANCE SUBSIDIARIES.....	3,666

LONG-TERM BORROWINGS.....	75,546

TOTAL LIABILITIES.....	417,177

PREFERRED SECURITIES ISSUED BY SUBSIDIARIES.....	2,657

STOCKHOLDERS' EQUITY	
PREFERRED STOCKHOLDERS' EQUITY (42,500 shares issued, liquidation preference \$10,000 per share).....	425

COMMON STOCKHOLDERS' EQUITY	
Shares exchangeable into common stock.....	61
Common stock, par value \$1.33 1/3 per share; authorized: 3,000,000,000 shares; issued: 975,241,575 shares.....	1,300
Paid-in capital.....	5,158
Accumulated other comprehensive loss (net of tax).....	(370)
Retained earnings.....	17,135

	23,284
Less: Treasury stock, at cost: 116,669,821 shares.....	967
Unamortized employee stock grants.....	1,150

TOTAL COMMON STOCKHOLDERS' EQUITY.....	21,167

TOTAL STOCKHOLDERS' EQUITY.....	21,592

TOTAL LIABILITIES, PREFERRED SECURITIES ISSUED BY SUBSIDIARIES, AND STOCKHOLDERS' EQUITY.....	\$441,426
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