

(Print or Type Responses)

|                                                                                |                                         |                                                       |                                                                                  |   |                                                                      |                                                                                                                                                                                                                                             |          |                                                                                                  |                                                             |                                                          |
|--------------------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------|----------------------------------------------------------------------------------|---|----------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|--------------------------------------------------------------------------------------------------|-------------------------------------------------------------|----------------------------------------------------------|
| 1. Name and Address of Reporting Person *<br>FLEMING GREGORY 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>Director</div><div>10% Owner</div><div>X Officer (give title below)</div><div>Other (specify below)</div></div> <div>Executive Vice President</div> |          |                                                                                                  |                                                             |                                                          |
| (Last) (First) (Middle)<br>MERRILL LYNCH & CO., INC., 4 WORLD FINANCIAL CENTER |                                         |                                                       | 3. Date of Earliest Transaction (Month/Day/Year)<br>05/16/2005                   |   |                                                                      |                                                                                                                                                                                                                                             |          |                                                                                                  |                                                             |                                                          |
| (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                                                                   | 05/16/2005                              |                                                       | S                                                                                |   | 2,190                                                                | D                                                                                                                                                                                                                                           | \$ 53.50 | 308,197                                                                                          | D                                                           |                                                          |
| Common Stock                                                                   | 05/16/2005                              |                                                       | S                                                                                |   | 4,100                                                                | D                                                                                                                                                                                                                                           | \$ 53.51 | 304,097                                                                                          | D                                                           |                                                          |
| Common Stock                                                                   | 05/16/2005                              |                                                       | S                                                                                |   | 800                                                                  | D                                                                                                                                                                                                                                           | \$ 53.52 | 303,297                                                                                          | D                                                           |                                                          |
| Common Stock                                                                   | 05/16/2005                              |                                                       | S                                                                                |   | 300                                                                  | D                                                                                                                                                                                                                                           | \$ 53.53 | 302,997                                                                                          | D                                                           |                                                          |
| Common Stock                                                                   | 05/16/2005                              |                                                       | S                                                                                |   | 400                                                                  | D                                                                                                                                                                                                                                           | \$ 53.54 | 302,597                                                                                          | D                                                           |                                                          |
| Common Stock                                                                   | 05/16/2005                              |                                                       | S                                                                                |   | 11,800                                                               | D                                                                                                                                                                                                                                           | \$ 53.55 | 290,809 (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 |
|                                |               |           |         |       |

|                                                                                                  |  |  |                          |  |
|--------------------------------------------------------------------------------------------------|--|--|--------------------------|--|
| FLEMING GREGORY J<br>MERRILL LYNCH & CO., INC.<br>4 WORLD FINANCIAL CENTER<br>NEW YORK, NY 10080 |  |  | Executive Vice President |  |
|--------------------------------------------------------------------------------------------------|--|--|--------------------------|--|

## Signatures

|                                                                                                                 |  |            |
|-----------------------------------------------------------------------------------------------------------------|--|------------|
| Gregory J. Fleming (by Michael A. LaMaina, as agent)                                                            |  | 05/18/2005 |
|  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 acquisition of shares of Merrill Lynch & Co., Inc. Common Stock as a result of dividend reinvestments through various Merrill Lynch plans which is exempt from the reporting requirements under the provisions of Rule 16a-3 and/or Rule 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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