

(Print or Type Responses)

1. Name and Address of Reporting Person ONEAL E STANLEY		2. Issuer Name and Ticker or Trading Symbol MERRILL LYNCH & CO INC [MER]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director ☐ 10% Owner ☒ Officer (give title below) ☐ Other (specify below) Chairman of the Board and CEO			
(Last) (First) (Middle) C/O MERRILL LYNCH & CO., INC., 4 WORLD FINANCIAL CENTER		3. Date of Earliest Transaction (Month/Day/Year) 01/23/2006					
(Street) NEW YORK, NY 10080		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person			
(City) (State) (Zip)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount (A) or (D) Price			
Common Stock	01/23/2006		A	280,167 (1)	A \$ 0 888,807 (2) (3)	D	
Common Stock					22,964	I	Trust
Common Stock					7,900	I	Trust
Common Stock					735	I	Trust
Common Stock					92,823	I	Trust (4)
Common Stock					275,529	I	Trust (5)

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 (e.g., puts, calls, warrants, options, convertible securities)															
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (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
ONEAL E STANLEY C/O MERRILL LYNCH & CO., INC. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080	X		Chairman of the Board and CEO	

Signatures

E. Stanley O'Neal (by Michael A. LaMaina, as agent)		01/25/2006
**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).
- The number of Restricted Shares awarded to the Reporting Person was determined by dividing the amount of the grant by \$72.10, the closing price-per-share of Merrill Lynch & Co., Inc. Common Stock (MER) on January 23, 2006, the date of the award. These Restricted Shares vest in four annual installments of 25% on January 31 in the years 2007 to 2010. The Restricted Shares are issued under the Merrill Lynch & Co., Inc. Long-Term Incentive Compensation Plan. Transactions under this plan are exempt under Rule 16b-3.
- (1) This total also reflects the acquisition of shares of Merrill Lynch & Co., Inc. Common Stock as a result of dividend reinvestment in various Merrill Lynch plans which is exempt from the reporting requirements under the provisions of Rule 16a-3 and/or Rule 16a-11.
- (2) This total also includes 10,100 shares and 14,796 shares of Merrill Lynch & Co., Inc. Common Stock transferred to the direct beneficial holdings of the reporting person on November 14, 2005 and January 24, 2006, respectively. Prior to the transfer, these shares were held in trusts and the reporting person indirectly beneficially owned the shares.
- (3) Restricted shares of Merrill Lynch & Co., Inc. Common Stock were transferred to this trust on November 25, 2005. Prior to the transfer, the reporting person directly beneficially owned the restricted shares.
- (4) Restricted shares of Merrill Lynch & Co., Inc. Common Stock were transferred to this trust on November 25, 2005. Prior to the transfer, the reporting person directly beneficially owned the restricted shares.
- (5)

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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