# FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
**Washington, D.C. 20549**

| OMB APPROVAL | |
|---|---|
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person* <br> BERKERY ROSEMARY T | 2. Issuer Name **and** Ticker or Trading Symbol <br> MERRILL LYNCH & CO INC [MER] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <br> ____ Director ____ 10% Owner <br> _X__ Officer (give title below) ____ Other (specify below) <br> EVP and General Counsel |
| (Last) (First) (Middle) <br> C/O MERRILL LYNCH & CO., INC, 4 WORLD FINANCIAL CENTER | 3. Date of Earliest Transaction (Month/Day/Year) <br> 01/30/2007 | |
| (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> _X_ Form filed by One Reporting Person <br> ___ 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 | 01/30/2007 | | M | | 33,900 | A | $ 36.1719 | 474,844 | D | |
| Common Stock | 01/30/2007 | | M | | 68,680 | A | $ 43.7812 | 543,524 | D | |
| Common Stock | 01/30/2007 | | M | | 23,270 | A | $ 31 | 566,794 | D | |
| Common Stock | 01/30/2007 | | F | | 88,028 | D | $ 92.795 | 478,766 | D | |
| Common Stock | 02/01/2007 | | S | | 500 | D | $ 93.97 | 478,266 | D | |
| Common Stock | 02/01/2007 | | S | | 600 | D | $ 93.98 | 477,666 | D | |
| Common Stock | 02/01/2007 | | S | | 1,800 | D | $ 93.99 | 475,866 | D | |
| Common Stock | 02/01/2007 | | S | | 6,400 | D | $ 94 | 469,466 | D | |
| Common Stock | 02/01/2007 | | S | | 600 | D | $ 94.01 | 468,866 | D | |
| Common Stock | 02/01/2007 | | S | | 400 | D | $ 94.02 | 468,466 | D | |
| Common Stock | 02/01/2007 | | S | | 7,100 | D | $ 94.03 | 461,366 | D | |
| Common Stock | 02/01/2007 | | S | | 600 | D | $ 94.04 | 460,766 | D | |
| Common Stock | 02/01/2007 | | S | | 500 | D | $ 94.05 | 460,266 | D | |
| Common Stock | 02/01/2007 | | S | | 622 | D | $ 94.06 | 459,644 | D | |
| Common Stock | 02/01/2007 | | S | | 1,400 | D | $ 94.07 | 458,244 | D | |
| Common Stock | 02/01/2007 | | S | | 2,900 | D | $ 94.08 | 455,344 | D | |
| Common Stock | 02/01/2007 | | S | | 200 | D | $ 94.09 | 455,144 | D | |
| Common Stock | 02/01/2007 | | S | | 1,000 | D | $ 94.10 | 454,144 | D | |
| Common Stock | 02/01/2007 | | S | | 1,200 | D | $ 94.11 | 452,944 | D | |
| Common Stock | 02/01/2007 | | S | | 1,200 | D | $ 94.12 | 451,744 | D | |
| Common Stock | 02/01/2007 | | S | | 900 | D | $ 94.13 | 450,844 | D | |
| Common Stock | 02/01/2007 | | S | | 1,200 | D | $ 94.14 | 449,644 | D | |
| Common Stock | 02/01/2007 | | S | | 3,200 | D | $ 94.15 | 446,444 | D | |
| Common Stock | 02/01/2007 | | S | | 900 | D | $ 94.16 | 445,544 | D | |
| Common Stock | 02/01/2007 | | S | | 300 | D | $ 94.17 | 445,244 | D | |
| Common Stock | 02/01/2007 | | S | | 200 | D | $ 94.18 | 445,044 | D | |
| Common Stock | 02/01/2007 | | S | | 1,100 | D | $ 94.19 | 443,944 | D | |
| Common Stock | 02/01/2007 | | S | | 300 | D | $ 94.21 | 443,644 | D | |
| Common Stock | 02/01/2007 | | S | | 200 | D | $ 94.22 | 443,444 | D | |
| Common Stock | 02/01/2007 | | S | | 300 | D | $ 94.23 | 443,144 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 |
| BERKERY ROSEMARY T<br>C/O MERRILL LYNCH & CO., INC<br>4 WORLD FINANCIAL CENTER<br>NEW YORK, NY 10080 | | | EVP and General Counsel | |

## Signatures

| Rosemary T. Berkery (By Pia K. Thompson, as agent) | | 02/01/2007 |
|---|---|---|
| **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).

**Remarks:**

All reported positions have been rounded down to the nearest whole number.

This is Form 1 of 2 forms reporting transactions on 1/30/2007 and 2/1/2007 by this reporting person.

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.