

## FORM 4

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

## OMB APPROVAL

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

## 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>ONEAL E STANLEY                        |  |  | 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>____ Director<br>____ 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below)<br>Chairman of the Board and CEO |  |  |
| (Last) (First) (Middle)<br>C/O MERRILL LYNCH & CO., INC., 4 WORLD FINANCIAL CENTER |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/02/2007                   |  |  |                                                                                                                                                                                                                                              |  |  |
| (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><input checked="" type="checkbox"/> 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<br>(Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) |   | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |               |             | 5. Amount of Securities Beneficially<br>Owned Following Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|--------------------------------------------|-------------------------------------------------------------|--------------------------------------|---|-------------------------------------------------------------------------|---------------|-------------|--------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                    |                                            |                                                             | Code                                 | V | Amount                                                                  | (A) or<br>(D) | Price       |                                                                                                        |                                                                         |                                                                   |
| Common Stock                       | 02/06/2007                                 |                                                             | S                                    |   | 1,300                                                                   | D             | \$<br>93.93 | 1,074,919                                                                                              | D                                                                       |                                                                   |
| Common Stock                       | 02/06/2007                                 |                                                             | S                                    |   | 5,673                                                                   | D             | \$<br>93.94 | 1,069,246                                                                                              | D                                                                       |                                                                   |
| Common Stock                       | 02/06/2007                                 |                                                             | S                                    |   | 5,527                                                                   | D             | \$<br>93.95 | 1,063,719                                                                                              | D                                                                       |                                                                   |
| Common Stock                       | 02/06/2007                                 |                                                             | S                                    |   | 5,500                                                                   | D             | \$<br>93.96 | 1,058,219                                                                                              | D                                                                       |                                                                   |
| Common Stock                       | 02/06/2007                                 |                                                             | S                                    |   | 2,200                                                                   | D             | \$<br>93.97 | 1,056,019                                                                                              | D                                                                       |                                                                   |
| Common Stock                       | 02/06/2007                                 |                                                             | S                                    |   | 4,354                                                                   | D             | \$<br>93.98 | 1,051,665                                                                                              | D                                                                       |                                                                   |
| Common Stock                       | 02/06/2007                                 |                                                             | S                                    |   | 10,600                                                                  | D             | \$<br>93.99 | 1,041,065                                                                                              | D                                                                       |                                                                   |
| Common Stock                       | 02/06/2007                                 |                                                             | S                                    |   | 42,346                                                                  | D             | \$ 94       | 998,719                                                                                                | D                                                                       |                                                                   |
| Common Stock                       | 02/06/2007                                 |                                                             | S                                    |   | 2,783                                                                   | D             | \$<br>94.01 | 995,936                                                                                                | D                                                                       |                                                                   |
| Common Stock                       | 02/06/2007                                 |                                                             | S                                    |   | 2,533                                                                   | D             | \$<br>94.02 | 993,403                                                                                                | D                                                                       |                                                                   |
| Common Stock                       | 02/06/2007                                 |                                                             | S                                    |   | 1,982                                                                   | D             | \$<br>94.03 | 991,421                                                                                                | D                                                                       |                                                                   |
| Common Stock                       | 02/06/2007                                 |                                                             | S                                    |   | 1,900                                                                   | D             | \$<br>94.04 | 989,521                                                                                                | D                                                                       |                                                                   |
| Common Stock                       | 02/06/2007                                 |                                                             | S                                    |   | 829                                                                     | D             | \$<br>94.05 | 988,692                                                                                                | D                                                                       |                                                                   |
| Common Stock                       | 02/06/2007                                 |                                                             | S                                    |   | 1,170                                                                   | D             | \$<br>94.08 | 987,522 <a href="#">(1)</a>                                                                            | D                                                                       |                                                                   |
| Common Stock                       |                                            |                                                             |                                      |   |                                                                         |               |             | 6,620                                                                                                  | I                                                                       | Trust                                                             |
| Common Stock                       |                                            |                                                             |                                      |   |                                                                         |               |             | 61,259                                                                                                 | I                                                                       | Trust                                                             |
| Common Stock                       |                                            |                                                             |                                      |   |                                                                         |               |             | 218,716                                                                                                | I                                                                       | Trust                                                             |
| Common Stock                       |                                            |                                                             |                                      |   |                                                                         |               |             | 89,657                                                                                                 | I                                                                       | Trust                                                             |

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  
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SEC 1474 (9-02)

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 |                                                                                         | Date Exercisable                                         | Expiration Date | Title                                                         | Amount or Number of Shares |                                            |                                                                                                    |                                                                                  |                                                        |
| Stock Option - Right to Acquire (2)        | \$ 43.7812                                             | 02/02/2007                           |                                                    | M                              |   | 199,650                                                                                 | (3) 01/27/2010                                           |                 | Common Stock                                                  | 199,650                    | \$ 0                                       | 0                                                                                                  | D                                                                                |                                                        |

## Reporting Owners

| Reporting Owner Name / Address                                                                     | Relationships |           |                               |       |
|----------------------------------------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                                                                    | Director      | 10% Owner | Officer                       | Other |
| ONEAL E STANLEY<br>C/O MERRILL LYNCH & CO., INC.<br>4 WORLD FINANCIAL CENTER<br>NEW YORK, NY 10080 |               |           | Chairman of the Board and CEO |       |

## Signatures

|                                                  |  |            |
|--------------------------------------------------|--|------------|
| E. Stanley O'Neal (By Pia K. Thompson, as agent) |  | 02/06/2007 |
| <sup>**</sup> 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 contributions, allocations or dividend reinvestments through Merrill Lynch plans which are exempt from the reporting requirements under the provisions of Rule 16a-3 and/or 16a-11.
- (2) These stock options were granted under the Merrill Lynch & Co., Inc. Long Term Incentive Compensation Plan (the "Plan"). Transactions under this Plan are exempt under the provisions of Rule 16b-3.
- (3) All options are exercisable.

### Remarks:

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

This is Form 2 of 2 forms reporting transactions between 2/2/2007 and 2/6/2007 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.

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