

(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><div><input type="checkbox"/> Director</div><div><input checked="" type="checkbox"/> Officer (give title below)</div><div><input type="checkbox"/> 10% Owner</div><div><input type="checkbox"/> Other (specify below)</div></div><div>Co-President</div></div> |                                                                                                  |                                                             |                                                          |
| (Last) (First) (Middle)<br>C/O MERRILL LYNCH & CO., INC., 4<br>WORLD FINANCIAL CENTER |                                         | 3. Date of Earliest Transaction (Month/Day/Year)<br>09/21/2007                   |                                   |                                                                                                                                                                                                                                                                                                                                                        |                                                                                                  |                                                             |                                                          |
| (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><input type="checkbox"/> 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 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                                                                          | 09/21/2007                              |                                                                                  | A (1)                             | 110 A \$ 75.016 (2)                                                                                                                                                                                                                                                                                                                                    | 672,974 (3)                                                                                      | 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 (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 |
| FLEMING GREGORY J<br>C/O MERRILL LYNCH & CO., INC.<br>4 WORLD FINANCIAL CENTER<br>NEW YORK, NY 10080 |               |           | Co-President |       |

## Signatures

|                                                                                                                   |  |            |
|-------------------------------------------------------------------------------------------------------------------|--|------------|
| Gregory J. Fleming (By Pia K. Thompson, as agent)                                                                 |  | 09/25/2007 |
|  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).

- This acquisition was made pursuant to a tender offer for shares of First Republic Bank in connection with the merger of First Republic Bank into Merrill Lynch Bank & Trust
- (1) Co., FSB, a wholly owned subsidiary of Merrill Lynch & Co., Inc. The transaction closed on September 21, 2007. The reporting person also received cash in connection with the tender offer.
- (2) Pursuant to the terms of the transaction, Merrill Lynch common stock was valued at \$75.016, the average closing price of Merrill Lynch common stock for the five trading days immediately preceding September 21, 2007.
- (3) 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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