# 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

| pe Response   | s)   |   |  |  |   |  |   |  |  | 1  |   |  |  |  |
|---|--|---|--|--|---|--|---|--|--|--|---|--|--|--|
| 1. Name and Address of Reporting Person *- REESE ANN N                          |  |   | 2. Issuer Name and Ticker or Trading Symbol MERRILL LYNCH & CO INC [MER]   |  |   |  |   |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  _X_Director 10% Owner   |  |   |  |  |  |
| (Last) (First) (Middle) C/O MERRILL LYNCH & CO., INC., 4 WORLD FINANCIAL CENTER |  |   | 3. Date of Earliest Transaction (Month/Day/Year) 07/29/2008  |  |   |  |   |  | Office   | er (give title belo  | ow)   | Other (specify b   | elow)  |  |
| (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  |  |   |  |  |  |
| )   | (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)  | Execution I any  | Date, if   | Code<br>(Instr.   | Code<br>(Instr. 8)   |   | , i  |  | Beneficia<br>Reported  | ally Owned Following<br>I Transaction(s)                              |  | Form:  | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership  |
|   |  |   |  |  | Cod   | le .   | V Amou  | (A) or (D)   | Price  | Ì  | ,   |  | or Indirect (I) (Instr. 4)   | (Instr. 4)   |
| Stock   |  | 07/29/2008  |  |  | P   |  | 8,00  | 0 A  | \$<br>22.5   | 25,612   | (1)   |  | D  |  |
|   |  |   |  |  |   | th<br>uired,   | e form d  | isplays a<br>l of, or Be   | curre<br>neficia   | ently valid  | OMB con   |  |  |  |
| 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security           | Date   | 3A. Deemed<br>Execution Da<br>any   | te, if Trans   | action<br>8)   | 5.<br>Number<br>of<br>Derivat<br>Securit<br>Acquire<br>(A) or<br>Dispose<br>of (D)<br>(Instr. 3   | 6. au (Nive lies led   | . Date Exe<br>nd Expirat<br>Month/Da  | ercisable<br>tion Date<br>y/Year)  | 7. T<br>Am<br>Und<br>Sec<br>(Ins<br>4)   | Title and nount of derlying curities   |   | Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported   | Ownersl<br>Form of<br>Derivati<br>Security<br>Direct (I<br>or Indirect)  | Beneficia Ownershi (Instr. 4) D)   |
|   | Address of ANN N  RRILL LY FINANCI  ORK, NY  ecurity  Stock  Report on a s  Conversion or Exercise Price of Derivative | RRILL LYNCH & CO FINANCIAL CENT (Street)  ORK, NY 10080 (State)  ecurity  Stock  Report on a separate line for Exercise Price of Derivative  Stock  3. Transactic (Month/Day/ | ANN N  (First) (Middle)  RRILL LYNCH & CO., INC., 4 FINANCIAL CENTER (Street)  ORK, NY 10080  (State) (Zip)  ecurity 2. Transaction Date (Month/Day/Year)  Stock 07/29/2008  Report on a separate line for each class of security  Table II - 1  2. Conversion or Exercise Price of Derivative (Month/Day/Year)  ANN N  (Middle) (Zip)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. A. Deemed Execution Data any (Month/Day/Year)  (Month/Day/Year) | 2. Issuer MERRIL  (First) (Middle)  RRILL LYNCH & CO., INC., 4 FINANCIAL CENTER  (Street) 4. If Amendate  (Street) 2. Transaction Date (Month/Day/Year)  Stock 07/29/2008  Conversion or Exercise Price of Derivative Price of Derivative Price of Derivative  (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Date of 10/7/29/2008  Table II - Derivative Securities benefice  (Leg., puts, can be price of Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Transaction Code (Instr.)  (Month/Day/Year) (Month/Day/Year) (Instr.) | ANN N  (First) (Middle) (RILL LYNCH & CO., INC., 4 FINANCIAL CENTER (Street)  (State)  (State)  (Zip)  (Month/Day/Year)  (Month/Day/Year)  (A. If Amendment, 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. | 2. Issuer Name and Tick MERRILL LYNCH  (First) (Middle) ( | d Address of Reporting Person*  (First) (RILL LYNCH & CO., INC., 4 FINANCIAL CENTER  (Street)  (State)  (Zip)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Issuer Name and Ticker or MERRILL LYNCH & CO.  (O7/29/2008  4. If Amendment, Date Origina  2. Deemed Execution Date, if Code (Instr. 8)  (Instr. 8)  Code  Table II - Derivative Securities Acquired.  (e.g., puts, calls, warrants, optic of Derivative Security  (Month/Day/Year)  3. Transaction Code (Instr. 8)  (Month/Day/Year)  A. Deemed Execution Date, if Code (Instr. 8)  Code  (Instr. 8)  Proceeding Annual Code of Code of Code of Code (Instr. 8)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  Price of Derivative Securities Acquired.  (A) or Disposed of (D).  (Instr. 3, 4, and 5) | 2. Issuer Name and Ticker or Trading S MERILL LYNCH & CO INC [I  (First) (Middle) RRILL LYNCH & CO., INC., 4 FINANCIAL CENTER  (Street) 4. If Amendment, Date Original Filed(More PRICE (Month/Day/Year)  (State) (Zip) Table I - Non-Derivative  Eccurity 2. Transaction Date (Month/Day/Year)  (Month/Day/Year) Code (A) or (Instr. 8)  Report on a separate line for each class of securities beneficially owned directly or indirect (e.g., puts, calls, warrants, options, convex on for Exercise Price of Derivative Security  2. Transaction Date (Month/Day/Year)  Report on a separate line for each class of securities beneficially owned directly or indirect (e.g., puts, calls, warrants, options, convex on for Exercise (Month/Day/Year)  A. Deemed (e.g., puts, calls, warrants, options, convex on for Exercise (Month/Day/Year)  A. Deemed (e.g., puts, calls, warrants, options, convex of Code (A) or Disposed (A) or Disposed (A) or Disposed (A) or Disposed (B) (Instr. 3) | 2. Issuer Name and Ticker or Trading Symbol MERRILL LYNCH & CO INC [MER]  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  ORK, NY 10080  (State)  (Zip)  Table I - Non-Derivative Securities  Execution Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Stock  O7/29/2008  P 8,000 A  Report on a separate line for each class of securities beneficially owned directly or indirectly.  Table II - Derivative Securities Acquired, Disposed of Concertained in this fet of Code (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  (Month/Day/Year) | 2. Issuer Name and Ticker or Trading Symbol MERRILL LYNCH & CO INC [MER]  RRILL LYNCH & CO., INC., 4 FINANCIAL CENTER  (Street)  2. Transaction (Month/Day/Year)  (State)  2. Transaction (Month/Day/Year)  (State)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Instr. 8)  (Instr. 3, 4 and 5)  Report on a separate line for each class of securities beneficially owned directly or indirectly.  2. Transaction Date (Reg., puts, calls, warrants, options, convertible securities (Reg., puts, calls, warrants, options, convertible securities (Reg., puts, calls, warrants, options, convertible securities (Rode)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Reg., puts, calls, warrants, options, convertible securities (Reg., puts, calls, warrants, options, convertible securities (Rode)  2. Transaction Date (Reg., puts, calls, warrants, options, convertible securities)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Reg., puts, calls, warrants, options, convertible securities)  4. S. Transaction (Month/Day/Year)  Arransaction Date (Month/Day/Year)  Arransaction Date (Month/Day/Year)  4. Transaction Date (Reg., puts, calls, warrants, options, convertible securities)  4. Transaction (Month/Day/Year)  4. Transaction Date (Reg., puts, calls, warrants, options, convertible securities)  4. Transaction (Month/Day/Year)  4. Transact | Address of Reporting Person    Address of Reporting Person    (First) | Address of Reporting Person*  (NN N)  (First)  (Middle) (RILL LYNCH & CO, INC, 4)  FINANCIAL CENTER  (Street)  (State)  (State)  (Zip)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (A. If Amendment, Date Original Filed(Month/Day/Year)  (Instr. 3)  (Instr. 3)  (A. Deemed Execution Date, if or Exercise Conversion   Date or Exercise Security  (Month/Day/Year)  (Month/Da | Address of Reporting Person* NN N  MERRILL LYNCH & CO INC [MER]  (Check all applic Check al | 2. Issuer Name and Ticker or Trading Symbol MERRILL LYNCH & CO INC [MER]  (Files) (Middle) (Street) (S |

### **Reporting Owners**

|  | Relationships |              |         |       |  |  |
|--|---------------|--------------|---------|-------|--|--|
| Reporting Owner Name / Address   | Director      | 10%<br>Owner | Officer | Other |  |  |
| REESE ANN N<br>C/O MERRILL LYNCH & CO., INC.<br>4 WORLD FINANCIAL CENTER<br>NEW YORK, NY 10080 | X             |              |         |       |  |  |

# **Signatures**

| Ann N. Reese (By Judith Witterschein, as agent) | 07/31/2008 |
|---|------------|
| **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 reflects the reinvestment of dividend equivalents into Deferred Stock Units pursuant to the terms of the Merrill Lynch & Co., Inc. Deferred Stock Unit and Stock Option Plan for Non-Employee Directors, as amended. These transactions are exempt from reporting under the provisions of Rule 16a-3 and/or 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.

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.