FORM 4

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

OMB APPR	OVAL
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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. Name and Address of Reporting Person* Jonas Judith Mayhew			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					
			3. Date of Earliest Transaction (Month/Day/Year) 01/01/2009			Office	r (give title belo	ow)	Other (specify b	pelow)				
ORK. NY	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting PersonForm filed by More than One Reporting Person						
)	(State)	(Zip)		Table I	- Non	-Deri	ivative S	Securities	Acqui	red, Dispo	osed of, or I	Beneficially	Owned	
(Instr. 3)		2. Transaction Date (Month/Day/Year)	any	if Cod (Inst	Code (Instr. 8)				of (D)	Reported Transaction(s)			Ownership of Form: Be	Beneficial
			(Month/Day/Ye		ode	v	Amoun	(A) or (D)	Price	(Instr. 3 and 4)			or Indirect (I)	Ownership (Instr. 4)
Stock		01/01/2009]	D		7,814 (1)	D = 2	24.08	0			D	
Report on a s	separate line fo	Table II -	Derivative Secu	rities Ac	i t cquire	Personta conta the fo	ons whained in orm dis	no respon n this for splays a	rm are currer reficiall	not reqเ ntly valid	ired to res	spond unle	ss	1474 (9-02)
2. Conversion or Exercise Price of Derivative Security	Date	n 3A. Deemed Execution Da any	4. Transaction Code	5. n Numl of Deriv Secur Acqu (A) o Dispo of (D (Instr	per rative rities ired r psed)	6. Da	ate Exerc Expiration	cisable on Date	7. Ti Amo Undo Secu	ount of erlying rities r. 3 and		Derivative Securities Beneficially Owned Following Reported	Ownersl Form of Derivati Security Direct (I or Indire	Beneficia Ownersh (Instr. 4)
	Address of lith Mayho RRILL LY FINANC ORK, NY	RRILL LYNCH & CO FINANCIAL CENT (Street) ORK, NY 10080 (State) Conversion or Exercise Price of Derivative Stock 3. Transactio Date (Month/Day/	d Address of Reporting Person* lith Mayhew (First) (Middle) RRILL LYNCH & CO., INC., 4 FINANCIAL CENTER (Street) ORK, NY 10080 (State) (Zip) ecurity 2. Transaction Date (Month/Day/Year) Stock 01/01/2009 Table II - Conversion of Exercise Price of Derivative (Month/Day/Year) A. Deemed Execution Date (Month/Day/Year) A. Deemed Execution Date (Month/Day/Year) (Month/Day/Year)	d Address of Reporting Person* Lith Mayhew Crist (Middle) RRILL LYNCH & CO., INC., 4 FINANCIAL CENTER (Street) Courity 2. Transaction Date (Month/Day/Year) Stock Conversion of Exercise Price of Derivative Price of Derivative Lith Mayhew MERRILL L 3. Date of Earlie 01/01/2009 4. If Amendment 2A. Deemed Execution Date, any (Month/Day/Year) A Date (e.g., puts, calls, any (Month/Day/Year) A Date (Month/Day/Year) A Securities beneficially A Secution Date, if Transaction Code (Instr. 8)	d Address of Reporting Person* lith Mayhew RRILL LYNCH & CO., INC., 4 FINANCIAL CENTER (Street) 2. Issuer Name and T MERRILL LYNCH 3. Date of Earliest Tran 01/01/2009 RRK, NY 10080 ORK, NY 10080 ORK, NY 10080 Courity 2. Transaction Date (Month/Day/Year) Cod any (Month/Day/Year) Report on a separate line for each class of securities beneficially owned Table II - Derivative Securities Actegy, puts, calls, warran 2. Table II - Derivative Securities Actegy, puts, calls, warran 2. Table II - Derivative Securities Actegy, puts, calls, warran 2. Table II - Derivative Securities Actegy, puts, calls, warran 2. Table II - Derivative Securities Actegy, puts, calls, warran 2. Table II - Derivative Securities Actegy, puts, calls, warran 2. Table II - Derivative Securities Actegy, puts, calls, warran 2. Table II - Derivative Securities Actegy, puts, calls, warran 2. Table II - Derivative Securities Actegy, puts, calls, warran 2. Table II - Derivative Securities Actegy, puts, calls, warran 2. Table II - Derivative Securities Actegy, puts, calls, warran 2. Table II - Derivative Securities Actegy, puts, calls, warran 2. Table II - Derivative Securities Actegy, puts, calls, warran 2. Table II - Derivative Securities Actegy, puts, calls, warran 2. Table II - Derivative Securities Actegy, puts, calls, warran 2. Table II - Derivative Securities Actegy, puts, calls, warran 2. Transaction Code of Derivative Securities Actegy, puts, calls, warran 2. Table II - Derivative Securities Actegy, puts, calls, warran 2. Table II - Derivative Securities Actegy, puts, calls, warran 2. Table II - Derivative Securities Actegy, puts, calls, warran 3. Table II - Derivative Securities Actegy, puts, calls, warran 4. Table II - Derivative Securities Actegy, puts, calls, warran 2. Table II - Derivative Securities Actegy, puts, calls, warran 3. Table II - Derivative Securities Actegy, puts, calls, warran 4. Table II - Derivative Securities Actegy, puts, calls, warran 2. Table II - Derivative Securities Actegy, puts,	2. Issuer Name and Ticker of MERRILL LYNCH & Colith Mayhew RRILL LYNCH & CO., INC., 4 FINANCIAL CENTER (Street) 2. Transaction (01/01/2009) RRK, NY 10080 (State) 2. Transaction (Date (Month/Day/Year)) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Instr. 8) Code Table I - Derivative Securities Acquire (e.g., puts, calls, warrants, opton any (Month/Day/Year)) Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, opton any (Month/Day/Year)) A. If Amendment, Date Origin (John Month/Day/Year) Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, opton any (Month/Day/Year)) Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, opton any (Month/Day/Year)) A. Transaction Code (Instr. 8) Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, opton any (Month/Day/Year)) (Month/Day/Year)	Address of Reporting Person Elith Mayhew Co., Co.,	Code V Amount Amount	2. Issuer Name and Ticker or Trading Symbol MERILL LYNCH & CO., INC. [MER]	2. Issuer Name and Ticker or Trading Symbol MERRILL LYNCH & CO., INC. [MER]	2. Issuer Name and Ticker or Trading Symbol MERILL LYNCH & CO., INC. [MER] X_ Direct Office	2. Issuer Name and Ticker or Trading Symbol MERRILL LYNCH & CO., INC. [MER]	Address of Reporting Person (the Mayhew (First)) (RILL LYNCH & CO., INC. MERILL Merill	2. Issuer Name and Ticker or Trading Symbol MERRILL LYNCH & CO., INC. [MER]

Reporting Owners

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Jonas Judith Mayhew C/O MERRILL LYNCH & CO., INC. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080	X					

Signatures

Judith Mayhew Jonas (By Pia K. Thompson, as agent)	01/05/2009
**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 total reflects the acquisition of shares of issuer common stock as a result of contributions, allocations or dividend reinvestments through issuer plans which are exempt from the reporting requirements under the provisions of Rule 16a-3 and/or 16a-11.
- These Deferred Stock Units (the "DSUs"), which were granted to the reporting person pursuant to the terms of the Merrill Lynch & Co., Inc. Deferred Stock Unit Plan for (2) Non-Employee Directors (the "Plan"), were disposed of pursuant to the terms of the Plan, which require that, upon a change in control, the DSUs must be liquidated for a cash amount determined pursuant to a formula set forth in the Plan. This transaction is exempt under Rule 16b-3.

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.