

# 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* PETERS AULANA L			2. Issuer Name and Ticker or Trading Symbol MERRILL LYNCH & CO., INC. [MER]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last) (First) (Middle) C/O MERRILL LYNCH & CO., INC., 4 WORLD FINANCIAL CENTER			3. Date of Earliest Transaction (Month/Day/Year) 01/01/2009					
(Street) NEW YORK, NY 10080			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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)			
Common Stock	01/01/2009		D		6,635	D	\$ 0 (1) 0	I	Trust
Common Stock	01/01/2009		D		667	D	\$ 0 (1) 0	D	
Common Stock	01/01/2009		D		15,996 (2)	D	\$ 24.08 (3) 0	D	
Preferred Stock Series 8	01/01/2009		D		2,000	D	\$ 0 (4) 0	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**  
(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
ML Stock Units (5)	(6)	01/01/2009		D		1,509 (2)	(5)	(5)	Common Stock	1,509	\$ 12.22 (7)	17,650	D	
ML Stock Units (5)	(6)	01/01/2009		D		17,650 (2)	(5)	(5)	Common Stock	17,650	\$ 0 (8)	0	D	

## Reporting Owners

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

# Signatures

Aulana L. Peters (By Pia K. Thompson, as agent)		01/05/2009
<small>**Signature of Reporting Person</small>		<small>Date</small>

## 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) Disposed of pursuant to merger agreement between issuer and Bank of America Corporation ("BAC") in exchange for 0.8595 of a share of BAC for each share of issuer common stock, as set forth in the merger agreement. The closing price of BAC common stock on December 31, 2008 was 14.08. This transaction is exempt under Rule 16b-3.
- (2) 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 And Stock Option Plan for Non-Employee Directors, as amended, and the Merrill Lynch & Co., Inc. Deferred Stock Unit Plan for Non-Employee Directors (together, the "Plans"), were disposed of pursuant to the terms of the Plans 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 relevant Plan. This transaction is exempt under Rule 16b-3.
- (3) Each share of issuer 8.625% Non-Cumulative Preferred Stock, Series 8, was disposed of pursuant to merger agreement between issuer and BAC in exchange for 1.0 share of BAC 8.625% Non-Cumulative Preferred Stock, Series 8, as set forth in the merger agreement. This transaction is exempt under Rule 16b-3.  
The reporting person participated in the Merrill Lynch & Co., Inc. Fee Deferral Plan for Non-Employee Directors (the "Fee Deferral Plan"), under which these ML Stock Units were credited. The value of each unit was equal to the value of one share of issuer's common stock. ML Stock Units are payable in cash at the end of the deferral period as provided for in the Fee Deferral Plan.
- (4) 1 for 1
- (5) Pursuant to the reporting person's elections under the Fee Deferral Plan, 1,509 ML Stock Units were liquidated for a cash amount determined pursuant to a formula set forth in the Fee Deferral Plan upon the reporting person's retirement as a director, which was effective at the time of the merger between issuer and BAC. This transaction is exempt under Rule 16b-3.
- (6) These ML Stock Units were converted to stock units that track the value of BAC common stock, based on the merger conversion ratio of 0.8595. The closing price of BAC common stock on December 31, 2008 was \$14.08. 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.

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