

# 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* <b>PRUEHER JOSEPH W</b>			2. Issuer Name and Ticker or Trading Symbol <b>MERRILL LYNCH &amp; CO., INC. [MER]</b>			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)	3. Date of Earliest Transaction (Month/Day/Year) 01/01/2009					
C/O MERRILL LYNCH & CO., INC., 4 WORLD FINANCIAL CENTER								
(Street)			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		
NEW YORK, NY 10080								
(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)	Price			
Common Stock	01/01/2009		D		4,547 (1)	D	\$ 0 (2)	0	I	Trust
Common Stock	01/01/2009		D		14,165 (1)	D	\$ 24.08 (3)	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	Amount or Number of Shares				
Stock Option (Right to Buy)	\$ 44.33	01/01/2009		D		2,454	05/01/2002	10/22/2011	Common Stock	2,454	\$ 0 (4)	0	D	
Stock Option (Right to Buy)	\$ 42.67	01/01/2009		D		5,098	11/01/2002	04/26/2012	Common Stock	5,098	\$ 0 (4)	0	D	
Stock Option (Right to Buy)	\$ 40.62	01/01/2009		D		5,356	11/01/2003	04/28/2013	Common Stock	5,356	\$ 0 (4)	0	D	
Stock Option (Right to Buy)	\$ 56.88	01/01/2009		D		3,824	11/01/2004	04/23/2014	Common Stock	3,824	\$ 0 (4)	0	D	

### Reporting Owners

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

## Signatures

Joseph W. Prueher (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) 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.
- (2) 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.  
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) These Stock Options, 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, (the "Plan"), were disposed of pursuant to the terms of the Plan which require that, upon a change in control, the Stock Options 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.
- (4) Directors, as amended, (the "Plan"), were disposed of pursuant to the terms of the Plan which require that, upon a change in control, the Stock Options 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.

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