

# 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 *<br><b>Carlin Gary M.</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>MERRILL LYNCH &amp; CO., INC. [MER]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>____ Director<br><input checked="" type="checkbox"/> Officer (give title below) <u>10% Owner</u><br>____ Other (specify below)<br><b>Chief Accounting Officer</b> |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>01/01/2009</b>                     |  |  |   |  |  |
| <b>C/O MERRILL LYNCH &amp; CO., INC., 4 WORLD FINANCIAL CENTER</b> |         |          |   |  |  |   |  |  |
| (Street)   |         |          | 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>____ Form filed by More than One Reporting Person  |  |  |
| <b>NEW YORK, NY 10080</b>  |         |          |   |  |  |   |  |  |
| (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                              |   | 21,080<br>(1)   | D          | \$ 0<br>(2) | 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)                | \$ 59.85   | 01/01/2009                           |  | D                              |   | 2,424   | (3)  | 01/26/2014      | Common Stock  | 2,424                      | (3)  | 0  | D  |  |
| Stock Option (Right to Buy)                | \$ 36.07   | 01/01/2009                           |  | D                              |   | 5,544   | (4)  | 01/27/2013      | Common Stock  | 5,544                      | (4)  | 0  | D  |  |
| Stock Option (Right to Buy)                | \$ 53.75   | 01/01/2009                           |  | D                              |   | 12,838  | (5)  | 01/28/2012      | Common Stock  | 12,838                     | (5)  | 0  | D  |  |
| Stock Option (Right to Buy)                | \$ 77.56   | 01/01/2009                           |  | D                              |   | 5,802   | (6)  | 01/23/2011      | Common Stock  | 5,802                      | (6)  | 0  | D  |  |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
|                                |               |           |         |       |

|   |  |  |                          |  |
|---|--|--|--------------------------|--|
| Carlin Gary M.<br>C/O MERRILL LYNCH & CO., INC.<br>4 WORLD FINANCIAL CENTER<br>NEW YORK, NY 10080 |  |  | Chief Accounting Officer |  |
|---|--|--|--------------------------|--|

## Signatures

|   |  |            |
|---|--|------------|
| Gary M. Carlin (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).
- (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 common share of BAC for each share of issuer common stock, as set forth in the merger agreement. These transactions are exempt under Rule 16b-3. The closing price of BAC common stock on December 31, 2008 was \$14.08.
  - (3) These options, which were 100% vested prior to the merger, were assumed by BAC in the merger and replaced with options to purchase 2,083 shares of BAC common stock with an exercise price of \$69.64 per share.
  - (4) These options, which were 100% vested prior to the merger, were assumed by BAC in the merger and replaced with options to purchase 4,765 shares of BAC common stock with an exercise price of \$41.97 per share.
  - (5) These options, which were 100% vested prior to the merger, were assumed by BAC in the merger and replaced with options to purchase 11,034 shares of BAC common stock with an exercise price of \$62.54 per share.
  - (6) These options, which were 100% vested prior to the merger, were assumed by BAC in the merger and replaced with options to purchase 4,986 shares of BAC common stock with an exercise price of \$90.25 per share.

### 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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