

(To Prospectus Supplement and Prospectus dated January 24, 2001)
Prospectus Supplement Number: 2196

MERRILL LYNCH & CO., INC.

MEDIUM-TERM NOTES, SERIES B
Due Nine Months or More from Date of Issue

Fixed Rate Notes

Principal Amount: \$500,000,000
Commission: 0.350%
Issue Price: 100.00%
Proceeds: \$498,250,000.00
Cusip Number: 59108Y LN 9
Interest Rate: 5.36% per annum
Original Issue Date: February 1, 2002
Stated Maturity Date: February 1, 2007
Interest Payment Dates: Each February 1st and August 1st, commencing on August 1, 2002, subject to following business day convention.
Repayment at the Option of the Holder: The Notes cannot be repaid prior to the Stated Maturity Date.
Redemption at the Option of the Company: The Notes cannot be redeemed prior to the Stated Maturity Date.
Form: The Notes are being issued in fully registered book-entry form.
Trustee: JPMorgan Chase Bank
Underwriters: Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPF&S"), HSBC Securities (USA) Inc. and Barclays Capital Inc. (the "Underwriters"), are acting as principals in this transaction. MLPF&S is acting as the Lead Underwriter.

Pursuant to an agreement, dated January 31, 2002 (the "Agreement"), between the Company and the Underwriters, the Company has agreed to sell to each of the Underwriters and each of the Underwriters has severally and not jointly agreed to purchase the principal amount of Notes set forth opposite its name below:

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Underwriters -----	Principal Amount of the Notes -----
<S>	<C>
Merrill Lynch, Pierce, Fenner & Smith Incorporated	\$485,000,000
HSBC Securities (USA) Inc.	\$7,500,000
Barclays Capital Inc.	\$7,500,000

Total	\$500,000,000

Pursuant to the Agreement, the obligations of the Underwriters are subject to certain conditions and the Underwriters are committed to take and pay for all of the Notes, if any are taken.

The Underwriters have advised the Company that they propose initially to offer all or part of the Notes directly to the public at the Issue Price listed above. After the initial public offering, the Issue Price may be changed.

The Company has agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended.

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Dated:

January 29, 2002