

424 (b) (3)
(To Prospectus Supplement and Prospectus dated January 24, 2001)
Prospectus Supplement Number: 2213

Merrill Lynch & Co., Inc.

Medium-Term Notes, Series B
Due Nine Months or More from Date of Issue

Fixed Rate Notes

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Principal Amount: \$325,000,000

Issue Price: 100.00%

CUSIP Number: 59018Y MG 3

Interest Rate: 4.54% per annum

Original Issue Date: March 8, 2002

Stated Maturity Date: March 8, 2005

Interest Payment Dates: Each March 8th and September 8th, commencing on September 8, 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"), ABN AMRO Incorporated and
 Barclays Capital Inc. (the "Underwriters"), are acting as principals in this transaction.
 MLPF&S is acting as the Lead Underwriter.

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Pursuant to an agreement, dated March 5, 2002 (the "Agreement"), between the Company and
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:

Notes	Underwriters	Principal Amount of the
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	Merrill Lynch, Pierce, Fenner & Smith Incorporated	\$312,000,000
	ABN AMRO Incorporated	\$6,500,000
	Barclays Capital Inc.	\$6,500,000

		\$325,000,000

conditions
Pursuant to the Agreement, the obligations of the Underwriters are subject to certain
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.

Dated: March 5, 2002

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