

As filed with the Securities and Exchange Commission on January 14, 1994
 Registration No. 33-51831
 (Post-Effective Amendment No. 1)
 Registration No. 33-33336
 (Post-Effective Amendment No. 2)

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

Form S-8
 POST-EFFECTIVE AMENDMENTS
 to
 REGISTRATION STATEMENTS
 under
 THE SECURITIES ACT OF 1933

MERRILL LYNCH & CO., INC.

(Exact name of registrant as specified in its charter)

| | | |
|-------------------------------|--------------------------|---------------------|
| DELAWARE | MERRILL LYNCH WORLD | 13-2740599 |
| (State or other | HEADQUARTERS | (I.R.S. Employer |
| jurisdiction of incorporation | NORTH TOWER | Identification No.) |
| or organization) | WORLD FINANCIAL CENTER | |
| | NEW YORK, NEW YORK 10281 | |

(Address of Principal Executive Offices)

MERRILL LYNCH & CO., INC. LONG-TERM INCENTIVE COMPENSATION PLAN
 (Full title of the plan)

ROSEMARY T. BERKERY, ESQ., Associate General Counsel

Merrill Lynch & Co., Inc.

Merrill Lynch World Headquarters
 North Tower, World Financial Center
 New York, New York 10281-1334

(Name and address of agent for service)

Telephone number, including area code, of agent for service: (212) 449-6990

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CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--|-------------------------|---|---|----------------------------|
| <S> Common Stock, par value \$1.33 1/3 per share (including Preferred Stock Purchase Rights) (1)..... | <C> 40,000,000 | <C> \$40.125 | <C> \$1,605,000,000 | <C> (2) |

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- (1) Prior to the occurrence of certain events, the Preferred Stock Purchase Rights will not be evidenced separately from the Common Stock; value attributable to such Rights, if any, is reflected in the market price of the Common Stock.
- (2) No additional fee is being paid herewith because no additional shares are being registered.

Pursuant to Rule 429 under the Securities Act of 1933, the Prospectus to which these Post-Effective Amendments relate is a combined prospectus and relates to Registration Statement No. 33-33336 filed by the Registrant on Form S-8 on February 7, 1990 and Registration Statement No. 33-51831 filed by the Registrant on Form S-8 on January 6, 1994. These Post-Effective Amendments constitute Post-Effective Amendment No. 2 to Registration Statement No. 33-33336 and Post-Effective Amendment No. 1 to Registration Statement No. 33-51831, and shall become effective upon filing in accordance with Section 8(c) of the Securities Act of 1933 and Rule 464 promulgated thereunder.

INTRODUCTORY NOTE

These Post-Effective Amendments are being filed to replace the signature pages contained in the Registration Statement (File No. 33-51831) and Post-Effective Amendment No. 1 (File No. 33-33336).

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act

of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement and the Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York, State of New York, on the 6th day of January, 1994.

MERRILL LYNCH & CO., INC.

By: /S/ Daniel P. Tully

Daniel P. Tully
(Chairman of the Board)

KNOWN ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Daniel P. Tully, Stephen L. Hammerman and Joseph T. Willett, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to each Registration Statement amended hereby, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS REGISTRATION STATEMENT AND THE POST-EFFECTIVE AMENDMENT HAVE BEEN SIGNED BELOW BY THE FOLLOWING PERSONS IN THE CAPACITIES INDICATED ON THE 6TH DAY OF JANUARY, 1994.

<TABLE>
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| Signature ----- | Title ----- |
|--|--|
| <S> /s/ Daniel P. Tully ----- (Daniel P. Tully) | <C> Chairman of the Board and Director (Chief Executive Officer) |
| /s/ Joseph T. Willett ----- (Joseph T. Willett) | Senior Vice President, Chief Financial Officer and Controller |

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| Signature ----- | Title ----- |
|---|-----------------|
| <S> /s/ William O. Bourke ----- (William O. Bourke) | <C> Director |
| /s/ Jill K. Conway ----- (Jill K. Conway) | Director |
| /s/ William J. Crowe, Jr. ----- (William J. Crowe, Jr.) | Director |
| /s/ Stephen L. Hammerman ----- | Director |

(Stephen L. Hammerman)

/s/ Robert A. Hanson Director

(Robert A. Hanson)

/s/ Earle H. Harbison, Jr. Director

(Earle H. Harbison, Jr.)

/s/ George B. Harvey Director

(George B. Harvey)

/s/ Robert P. Luciano Director

(Robert P. Luciano)

----- Director
(John J. Phelan, Jr.)

/s/ Charles A. Sanders Director

(Charles A. Sanders)

/s/ William L. Weiss Director

(William L. Weiss)

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SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act

of 1933, the Registrant certifies that it has reasonable grounds to believe that
it meets all of the requirements for filing on Form S-8 and has duly caused
these Post-Effective Amendments to Registration Statements to be signed on its
behalf by the undersigned, thereunto duly authorized, in The City of New York,
State of New York, on the 14th day of January, 1994.

MERRILL LYNCH & CO., INC.

By: /s/ Joseph T. Willett

 Joseph T. Willett
 Senior Vice President,
 Chief Financial Officer and
 Controller

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THESE
POST-EFFECTIVE AMENDMENTS TO REGISTRATION STATEMENTS HAVE BEEN SIGNED BELOW BY
THE FOLLOWING PERSONS IN THE CAPACITIES INDICATED ON THE 14TH DAY OF JANUARY,
1994.

<TABLE>
<CAPTION>

| Signature ----- | Title ----- |
|---|--|
| <S> Daniel P. Tully* ----- (Daniel P. Tully) | <C> Chairman of the Board and Director (Chief Executive Officer) |
| /s/ Joseph T. Willett ----- (Joseph T. Willett) | Senior Vice President, Chief Financial Officer and Controller |
| William O. Bourke* ----- (William O. Bourke) | Director |
| Jill K. Conway* | Director |

(Jill K. Conway)

William J. Crowe, Jr.* Director

(William J. Crowe, Jr.)

Stephen L. Hammerman* Director

(Stephen L. Hammerman)

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Signature

Title

<S>

<C>

Robert A. Hanson*

Director

(Robert A. Hanson)

Earle H. Harbison, Jr.* Director

(Earle H. Harbison, Jr.)

George B. Harvey* Director

(George B. Harvey)

Robert P. Luciano* Director

(Robert P. Luciano)

----- Director
(John J. Phelan, Jr.)

Charles A. Sanders* Director

(Charles A. Sanders)

William L. Weiss* Director

(William L. Weiss)

* By /s/ Joseph T. Willett

Joseph T. Willett
(Attorney-in-fact)

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