
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K/A
Amendment No. 1 to the Current Report on Form 8-K, dated December 27, 2007

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):

December 24, 2007

Merrill Lynch & Co., Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware	1-7182	13-2740599
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
4 World Financial Center, New York, New York		10080
(Address of Principal Executive Offices)		(Zip Code)
Registrant's telephone number, including area code:		(212) 449-1000

(Former Name or Former Address, if Changed Since Last Report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Explanatory Note: On December 27, 2007, Merrill Lynch & Co., Inc., filed a Current Report on 8-K, including an Exhibit 99.2. Merrill Lynch is filing an amendment to the December 27 8-K to correct a typographical error in Exhibit 99.2. The corrected version of Exhibit 99.2 attached hereto supersedes the Exhibit 99.2 filed with the December 27 8-K in its entirety.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

An Exhibit Index has been filed as part of this report and is incorporated herein by reference.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MERRILL LYNCH & CO., INC.

(Registrant)

By: /s/ Richard B. Alsop
Richard B. Alsop
Vice President and Assistant Secretary

Date: December 28, 2007

EXHIBIT INDEX

Exhibit Number

99.2 Selected terms of Temasek Holdings Investment

Temasek Holdings — Select Investment Terms

Initial Investment Amount	\$4,400,000,000
Security	Common stock
Price per Share	\$48.00
Settlement Dates	December 28, 2007 (60%) and January 11, 2008 (40%)
Issuer	Merrill Lynch & Co., Inc. or the “Company”
Lock-Up	Subject to the ability to sub-sell up to 50% of its investment to purchasers that take subject to the lockup, Purchaser is not permitted to sell, transfer or hedge, directly or indirectly, its investment in the common stock at any time during the one-year period following the closing. Any purchaser acquiring more than \$250,000,000 in common stock is required to be approved in advance by the Company.
Standstill	Customary standstill provisions, including a prohibition on acquisitions of additional voting securities that would cause Purchaser to own 10% or more of the Company’s common stock.
Price “Reset”	If Company sells or agrees to sell any common stock (or equity securities convertible into common stock) within one year of closing at a purchase, conversion or reference price per share less than \$48, then the Company must make a payment to Purchaser to compensate Purchaser for the aggregate excess amount per share paid by Purchaser. At the Company’s option, the Company may issue additional shares of common stock in lieu of cash to Purchaser with a market value equal to such excess amount.
Purchase Option	Subject to (1) Purchaser owning less than 10.0% of the Company’s common stock, and (2) the receipt of certain regulatory approvals, Company agrees to grant Purchaser an option good through March 28, 2008 to purchase up to an aggregate of 12,500,000 of additional shares of common stock (the “Option Shares”). The purchase price for the Option Shares shall equal \$48 (if the option is exercised on or before the earlier of (x) two weeks after obtaining regulatory clearance and (y) January 31, 2008) and after such date the greater of \$48 or (x) 90% of the then current market price per share of the common stock.
Registration	Customary registration rights.