

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

<TABLE>  
<S>

MERRILL LYNCH &  
CO., INC.  
(Exact name of registrant  
as specified in its charter)  
DELAWARE  
(State or other jurisdiction  
of incorporation or organi-  
zation)  
13-2740599  
(I.R.S. employer identifi-  
cation number)

<C>

MERRILL LYNCH  
PREFERRED FUNDING  
V, L.P.  
(Exact name of registrant  
as specified in its certifi-  
cate of limited partner-  
ship)  
DELAWARE  
(State or other jurisdiction  
of incorporation or orga-  
nization)  
13-3983474  
(I.R.S. employer identifi-  
cation number)

<C>

MERRILL LYNCH  
PREFERRED CAPITAL  
TRUST V  
(Exact name of registrant  
as specified in its certifi-  
cate of trust)  
DELAWARE  
(State or other jurisdiction  
of incorporation or orga-  
nization)  
13-7140866  
(I.R.S. employer identifi-  
cation number)

</TABLE>

World Financial Center  
North Tower  
New York, New York 10281  
(Address of principal executive offices, including zip code)

If this form relates to the  
registration of a class of  
securities pursuant to section 12  
(b) of the Exchange Act and is  
effective pursuant to General  
Instruction A.(c), please check the  
following box.[X]

If this form relates to the  
registration of a class of securities  
pursuant to Section 12 (g) of the  
Exchange Act and is effective  
pursuant to General Instruction  
A.(d), please check the following box.  
[ ]

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class to be so Registered -----	Name of Each Exchange on Which Each Class is to be Registered -----
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Trust Originated Preferred Securities of  
Merrill Lynch Preferred Capital Trust V  
(and the Guarantee with respect thereto)

New York Stock Exchange, Inc.

Partnership Preferred Securities of Merrill  
Lynch Preferred Funding V, L.P.  
(and the Guarantee with respect thereto)

New York Stock Exchange, Inc.

Securities to be registered pursuant to Section 12(g) of the Act:  
None

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The class of securities to be registered hereby consist of (i) the  
% Trust Originated Preferred SecuritiesSM (the "TOPrSSM" or "Trust Preferred  
Securities"), representing undivided beneficial ownership interests in the  
assets of Merrill Lynch Preferred Capital Trust V, a statutory business trust  
formed under the laws of the State of Delaware (the "Trust"), together with the  
Trust Preferred Securities Guarantee by Merrill Lynch & Co., Inc., a Delaware  
corporation, in favor of the holders of the Trust Preferred Securities, and (ii)  
the % Partnership Preferred Securities (the "Partnership Preferred  
Securities"), representing limited partner interests of Merrill Lynch Preferred  
Funding V, L.P., a Delaware limited partnership (the "Partnership"), together  
with the Partnership Preferred Securities Guarantee by Merrill Lynch & Co.,  
Inc., a Delaware corporation, in favor of the holders of the Partnership  
Preferred Securities.

For a description of the Trust Preferred Securities, reference is made to  
the information set forth under the headings "Description of the Trust Preferred  
Securities" and "Description of the Trust Guarantee" in the Registration

Statement on Form S-3 (Registration No. 333-59997) filed with the Securities and Exchange Commission (the "Commission") on July 28, 1998 (the "Registration Statement"), which description is incorporated herein by reference. For a description of the Partnership Preferred Securities, reference is made to the information set forth under the headings "Description of the Partnership Preferred Securities" and "Description of the Partnership Guarantee" in the Registration Statement, which descriptions are incorporated herein by reference. Definitive copies of the prospectus describing the terms of the Trust Preferred Securities and Partnership Preferred Securities will be filed pursuant to Rule 424(b) under the Act and shall be deemed to be incorporated herein by reference.

ITEM 2. EXHIBITS.

- 2.1 Form of Certificate of Trust dated January 8, 1998 of Merrill Lynch Preferred Capital Trust V (incorporated by reference to Exhibit 4(ssss) to the Registration Statement).
- 2.2 Form of Amended and Restated Declaration of Trust of Merrill Lynch Preferred Capital Trust V (incorporated by reference to Exhibit 4(tttt) to the Registration Statement).
- 2.3 Form of Certificate of Limited Partnership dated as of January 8, 1998 of Merrill Lynch Preferred Funding V, L.P. (incorporated by reference to Exhibit 4(uuuu) to the Registration Statement).
- 2.4 Form of Amended and Restated Limited Partnership Agreement of Merrill Lynch Preferred Funding V, L.P. (incorporated by reference to Exhibit 4(vvvv) to the Registration Statement).
- 2.5 Form of Trust Preferred Securities Guarantee Agreement between Merrill Lynch & Co., Inc. and The Chase Manhattan Bank, as guarantee trustee (incorporated by reference to Exhibit 4(www) to the Registration Statement).
- 2.6 Form of Partnership Preferred Securities Guarantee Agreement by Merrill Lynch & Co., Inc. and The Chase Manhattan Bank, as guarantee trustee (incorporated by reference to Exhibit 4(xxxx) to the Registration Statement).
- 2.7 Form of Subordinated Debenture Indenture between Merrill Lynch & Co., Inc. and The Chase Manhattan Bank, as trustee (incorporated by reference to Exhibit 4(yyyy) to the Registration Statement).
- 2.8 Form of Affiliate Debenture Guarantee Agreement between Merrill Lynch & Co., Inc. and The Chase Manhattan Bank, as guarantee trustee (incorporated by reference to Exhibit 4(zzzz) to the Registration Statement).
- 2.9 Form of Trust Preferred Security (included in Exhibit 2.2 above).
- 2.10 Form of Partnership Preferred Security (included in Exhibit 2.4 above).
- 2.11 Form of Subordinated Debenture (incorporated by reference to Exhibit 4(aaaaa) to the Registration Statement).

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

MERRILL LYNCH PREFERRED CAPITAL TRUST V

Dated: October 27, 1998

By: /s/ Theresa Lang  
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Name: Theresa Lang  
Title: Regular Trustee

MERRILL LYNCH PREFERRED FUNDING V, L.P.

By: MERRILL LYNCH & CO., INC.,  
as General Partner

By: /s/ Theresa Lang  
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Name: Theresa Lang

Title: Senior Vice President  
and Treasurer

MERRILL LYNCH & CO., INC.,

By: /s/ Theresa Lang

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Name: Theresa Lang  
Title: Senior Vice President  
and Treasurer