

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): February 26, 2002

Merrill Lynch & Co., Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware	1-7182	13-2740599
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(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.)

ITEM 5. OTHER EVENTS

Filed herewith is the Preliminary Unaudited Consolidated Balance Sheet as of December 28, 2001 for Merrill Lynch & Co., Inc. and subsidiaries ("Merrill Lynch"). Also filed herewith is a statement setting forth the computation of certain financial ratios for the periods presented.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(c) Exhibits

(12) Computation of Ratios of Earnings to Fixed Charges and
Combined Fixed Charges and Preferred Stock Dividends.

(99) Additional Exhibits

(i) Preliminary Unaudited Consolidated Balance Sheet
of Merrill Lynch as of December 28, 2001.

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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/ Thomas H. Patrick

Thomas H. Patrick
Executive Vice President
and Chief Financial Officer

Date: February 26, 2002

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EXHIBIT INDEX

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(12)	Computation of Ratios of Earnings to Fixed Charges and Combined Fixed Charges and Preferred Stock Dividends	5
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	(i) Preliminary Unaudited Consolidated Balance Sheet as of December 28, 2001	6-7

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EXHIBIT 12

MERRILL LYNCH & CO., INC. AND SUBSIDIARIES
COMPUTATION OF RATIOS OF EARNINGS TO FIXED CHARGES AND
COMBINED FIXED CHARGES AND PREFERRED STOCK DIVIDENDS
(dollars in millions)

	YEAR ENDED LAST FRIDAY IN DECEMBER			
	2001	2000	1999	1998
1997				

(52 weeks)	(52 weeks)	(52 weeks)	(53 weeks)	(52 weeks)
<S>	<C>	<C>	<C>	<C>
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Pre-tax earnings	\$ 1,377	\$ 5,717	\$ 4,206	\$ 2,120
\$ 3,102				
Add: Fixed charges (excluding capitalized interest and preferred security dividend requirements of subsidiaries)	17,097	18,307	13,235	17,237
15,128				

Pre-tax earnings before fixed charges	18,474	24,024	17,441	19,357
18,230				
=====				
Fixed charges:				
Interest	16,843	18,052	12,987	17,014
14,938				
Other (a)	451	465	451	354
240				

Total fixed charges	17,294	18,517	13,438	17,368
15,178				
=====				
Preferred stock dividends	55	55	56	58
62				
Total combined fixed charges				

and preferred stock dividends	\$17,349	\$18,572	\$13,494	\$17,426
\$15,240				
=====				
RATIO OF EARNINGS TO FIXED CHARGES	1.07	1.30	1.30	1.11
1.20				
RATIO OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED STOCK DIVIDENDS	1.06	1.29	1.29	1.11
1.20				

(a) Other fixed charges consists of the interest factor in rentals, amortization of debt issuance costs, preferred security dividend requirements of subsidiaries, and amortization of capitalized interest.

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EXHIBIT 99(i)

MERRILL LYNCH & CO., INC. AND SUBSIDIARIES
PRELIMINARY UNAUDITED CONSOLIDATED BALANCE SHEET

	Dec. 28, 2001
(dollars in millions)	

<S>	<C>
ASSETS	
CASH AND CASH EQUIVALENTS.....	\$ 11,070

CASH AND SECURITIES SEGREGATED FOR REGULATORY PURPOSES OR DEPOSITED WITH CLEARING ORGANIZATIONS.....	4,467

SECURITIES FINANCING TRANSACTIONS	
Receivables under resale agreements.....	69,702
Receivables under securities borrowed transactions.....	54,930

	124,632

MARKETABLE INVESTMENT SECURITIES.....	77,820

TRADING ASSETS, AT FAIR VALUE	
Contractual agreements.....	31,040
Corporate debt and preferred stock.....	18,134
Equities and convertible debentures.....	13,923
Mortgages, mortgage-backed, and asset-backed.....	11,184
U.S. Government and agencies.....	9,445
Municipals and money markets.....	5,306
Non-U.S. governments and agencies.....	3,851

	92,883

SECURITIES PLEDGED AS COLLATERAL.....	12,084

SECURITIES RECEIVED AS COLLATERAL.....	3,234

OTHER RECEIVABLES	
Customers (net of allowance for doubtful accounts of \$81).....	39,856
Brokers and dealers.....	6,868
Interest and other.....	8,226

	54,950

INVESTMENTS OF INSURANCE SUBSIDIARIES.....	3,983
LOANS, NOTES, AND MORTGAGES (net of allowance for loan losses of \$425).....	19,005
OTHER INVESTMENTS.....	5,869
EQUIPMENT AND FACILITIES (net of accumulated depreciation and amortization of \$4,910).....	2,873
GOODWILL (net of accumulated amortization of \$924).....	4,071
OTHER ASSETS.....	2,478

TOTAL ASSETS.....	\$419,419
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EXHIBIT 99(i)

PRELIMINARY UNAUDITED CONSOLIDATED BALANCE SHEET

(dollars in millions, except per share amount)	Dec. 28, 2001

<S>	<C>
LIABILITIES	
SECURITIES FINANCING TRANSACTIONS	
Payables under repurchase agreements.....	\$ 74,895
Payables under securities loaned transactions.....	12,291

	87,186

COMMERCIAL PAPER AND OTHER SHORT-TERM BORROWINGS.....	5,141

DEPOSITS.....	85,819

TRADING LIABILITIES, AT FAIR VALUE	
Contractual agreements.....	36,679
U.S. Government and agencies.....	18,674
Equities and convertible debentures.....	9,911
Non-U.S. governments and agencies.....	5,857
Corporate debt, municipals, and preferred stock.....	4,796

	75,917

OBLIGATION TO RETURN SECURITIES RECEIVED AS COLLATERAL.....	3,234

OTHER PAYABLES	
Customers.....	28,704
Brokers and dealers.....	11,932
Interest and other.....	18,474

	59,110

LIABILITIES OF INSURANCE SUBSIDIARIES.....	3,737

LONG-TERM BORROWINGS.....	76,572

TOTAL LIABILITIES.....	396,716

PREFERRED SECURITIES ISSUED BY SUBSIDIARIES.....	2,695

STOCKHOLDERS' EQUITY	
PREFERRED STOCKHOLDERS' EQUITY (42,500 shares issued and outstanding, liquidation preference \$10,000 per share).....	425

COMMON STOCKHOLDERS' EQUITY	
Shares exchangeable into common stock.....	62
Common stock, par value \$1.33 1/3 per share; authorized: 3,000,000,000 shares; issued: 962,533,498 shares.....	1,283
Paid-in capital.....	4,209
Accumulated other comprehensive loss (net of tax).....	(368)
Retained earnings.....	16,150

	21,336
Less: Treasury stock, at cost: 119,059,651 shares.....	977
Unamortized employee stock grants.....	776

TOTAL COMMON STOCKHOLDERS' EQUITY.....	19,583

TOTAL STOCKHOLDERS' EQUITY.....	20,008

TOTAL LIABILITIES, PREFERRED SECURITIES ISSUED BY SUBSIDIARIES, AND STOCKHOLDERS' EQUITY.....	\$419,419
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