

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
AND
POST-EFFECTIVE AMENDMENTS
UNDER
THE SECURITIES ACT OF 1933

MERRILL LYNCH & CO., INC.

(Exact name of registrant as specified in its charter)

DELAWARE 13-2740599
(State or other jurisdiction (I.R.S. Employer Identification No.)
of incorporation or organization)

World Financial Center
North Tower
New York, New York 10281-1334
(212) 449-1000

(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

MERRILL LYNCH & CO., INC. 401(k) SAVINGS & INVESTMENT PLAN
(Full title of the plan)

Mark B. Goldfus
Merrill Lynch & Co., Inc.
World Financial Center
North Tower
New York, New York 10281-1334
(212) 449-2827

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

<TABLE>
<CAPTION>

CALCULATION OF REGISTRATION FEE

Title of securities Amount of to be registered registration fee	Amount to be registered	Proposed maximum offering price per unit	Proposed maximum aggregate offering price	
<S>	<C>	<C>	<C>	<C>
Common Stock, par value \$1.33-1/3 per share, (including Preferred Stock Purchase Rights) (1) \$205,670.31 (2)	10,000,000	\$69.71875	\$697,187,500	
Interests in the Plan N/A	(3)	N/A	N/A	

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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) In accordance with Rule 457(h), the filing fee is based on the maximum number of the registrant's securities issuable under the Plan that are covered by this Registration Statement. The filing fee is calculated in accordance with Rule 457(c), based on the average of the high and low prices of the Common Stock reported in the consolidated reporting system on November 28, 1997.

(3) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminable amount of interests to be offered or sold pursuant to the employee benefit plan

described herein.

Pursuant to Rule 429 under the Securities Act of 1933, the Prospectus to be delivered pursuant to this Registration Statement will be a combined prospectus relating also to (i) the shares registered hereunder and (ii) to the remaining unsold shares and Plan interests registered under Registration Statement No. 333-00863. The Post-Effective Amendments shall become effective upon filing in accordance with Section 8(c) of the Securities Act of 1933 and Rule 464 promulgated thereunder.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participating employees as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended. Such documents and the documents incorporated by reference herein pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act of 1933, as amended.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The Annual Report of Merrill Lynch & Co., Inc. (the "Company") on Form 10-K for the fiscal year ended December 27, 1996, Quarterly Reports on Form 10-Q for the quarters ended March 28, 1997, June 27, 1997, and September 26, 1997, and Current Reports on Form 8-K dated January 13, 1997, January 27, 1997, February 25, 1997, March 14, 1997, April 15, 1997, May 2, 1997, May 30, 1997, June 3, 1997, July 16, 1997, July 30, 1997, August 1, 1997, September 24, 1997, September 29, 1997, October 15, 1997, October 29, 1997, November 20, 1997, November 26, 1997, and December 2, 1997 filed pursuant to Section 13 of the Securities Exchange Act of 1934 (the "Exchange Act"), are incorporated by reference herein.

The Annual Report of the Merrill Lynch & Co., Inc. 401(k) Savings & Investment Plan (the "Plan"), on Form 11-K for the fiscal year ended December 27, 1996, filed pursuant to Section 15(d) of the Exchange Act, is incorporated by reference herein.

All documents filed by the Company and the Plan pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date hereof and prior to the termination of the offering of the securities registered hereunder shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part hereof.

ITEM 4. DESCRIPTION OF SECURITIES.

Not Applicable.

ITEM 5. INTERESTS OF EXPERTS AND COUNSEL.

None.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 145 of the General Corporation Law of the State of Delaware, as amended, provides that under certain circumstances a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the Company or is or was serving at its request in such capacity in another corporation or business association, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

Article XIII, Section 2 of the Restated Certificate of Incorporation of the Company provides in effect that, subject to certain limited exceptions, the Company shall indemnify its directors and officers to the extent authorized or permitted by the General Corporation Law of the State of Delaware. The directors and officers of the Company are insured under policies of insurance maintained by the Company, subject to the limits of the policies, against certain losses arising from any claims made against them by reason of being or having been such directors or officers. Like indemnification and insurance is also provided to those employees of the Company who serve as administrators of the Plan. In addition, the Company has entered into contracts with all of its directors providing for indemnification of such persons by the Company to the full extent authorized or permitted by law, subject to certain limited exceptions.

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ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not Applicable.

ITEM 8. EXHIBITS.

- 4(a) Restated Certificate of Incorporation of the Company, as amended April 24, 1987 (incorporated by reference to Exhibit 3(i) to the Company's Annual Report on Form 10-K for the fiscal year ended December 25, 1992 ("1992 10-K") (File No. 1-7182)).
- 4(b) Certificate of Amendment, dated April 29, 1993, of the Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3(i) to the Company's Quarterly Report on Form 10-Q for the quarter ended March 26, 1993 ("First Quarter 1993 10-Q") (File No. 1-7182)).
- 4(c) By-Laws of the Company, effective as of April 15, 1997 (incorporated by reference to Exhibit 3(ii) to the Company's Quarterly Report on Form 10-Q for the quarter ended March 28, 1997 (File No. 1-7182)).
- 4(d) Form of Amended and Restated Rights Agreement, dated as of December 2, 1997, between the Company and Chase Mellon Shareholder Services L.L.C. (incorporated by reference to Exhibit 4 to the Company's Current Report on Form 8-K dated December 2, 1997).
- 4(e) Certificate of Designation of the Company establishing the rights, preferences, privileges, qualifications, restrictions and limitations relating to the Company's 9% Cumulative Preferred Stock, Series A (incorporated by reference to Exhibit 4(iii) to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1994 (File No. 1-7182)).
- 4(f) Certificate of Designation of the Company establishing the rights, preferences, privileges, qualifications, restrictions and limitations relating to the Company's Series A Junior Preferred Stock (incorporated by reference to Exhibit 3(f) to the Company's Registration Statement on Form S-3 (File No. 33-19975)).
- 5(a) Opinion of Brown & Wood LLP.
- 5(b) Internal Revenue Service determination letter that the Plan is qualified under Section 401 of the Internal Revenue Code (incorporated by reference to Exhibit 5(b) to the Company's Registration Statement on Form S-8 (File No. 333-00863)).
- 15 Letter re: unaudited interim financial information.
- 23(a) Consent of Brown & Wood LLP (included as part of Exhibit 5(a)).
- 23(b) Consent of Deloitte & Touche LLP.

ITEM 9. UNDERTAKINGS

The undersigned registrants hereby undertake:

(a) (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a) (3) of the Securities Act of 1933 unless the information required to be included in such post-effective amendment is contained in periodic reports filed by the registrants pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement unless the information required to be included in such post-effective amendment is contained in periodic reports filed by the registrants pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at the time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) That, for the purpose of determining any liability under the Securities Act of 1933, each filing of the Company's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, (and, with respect to the Plan, each filing of the Plan's Annual Report pursuant to Section 15(d) of the Securities Exchange Act of 1934), that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at the time shall be deemed to be the initial BONA FIDE offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrants pursuant to the provisions referred to in Item 6 of this registration statement, or otherwise, the registrants have been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrants of expenses incurred or paid by a director, officer or controlling person of the registrants in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrants will, unless in the opinion of their counsel the matter has been settled by a controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by them is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

THE COMPANY. Pursuant to the requirements of the Securities Act of 1933, the Company 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 to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York and State of New York on

the 3rd day of December, 1997.

MERRILL LYNCH & CO., INC.

By /s/ DAVID H. KOMANSKY

David H. Komansky
(Chairman of the Board and
Chief Executive Officer)

KNOWN ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints David H. Komansky, Herbert M. Allison, Jr. Joseph T. Willett and Stephen L. Hammerman, 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 HAS BEEN SIGNED BELOW BY THE FOLLOWING PERSONS IN THE CAPACITIES INDICATED ON THE 3RD DAY OF DECEMBER, 1997.

Signature -----	Title -----
/s/ DAVID H. KOMANSKY ----- (David H. Komansky)	Chairman of the Board, Chief Executive Officer and Director
/s/ HERBERT M. ALLISON, JR. ----- (Herbert M. Allison, Jr.)	President, Chief Operating Officer and Director
/s/ JOSEPH T. WILLETT ----- (Joseph T. Willett)	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ MICHAEL J. CASTELLANO ----- (Michael J. Castellano)	Senior Vice President and Controller

Signature -----	Title -----
/s/ WILLIAM O. BOURKE ----- (William O. Bourke)	Director
/s/ WORLEY H. CLARK ----- (Worley H. Clark)	Director
/s/ JILL K. CONWAY ----- (Jill K. Conway)	Director
/s/ STEPHEN L. HAMMERMAN ----- (Stephen L. Hammerman)	Director
/s/ EARLE H. HARBISON, JR. ----- (Earle H. Harbison, Jr.)	Director

/s/ GEORGE B. HARVEY Director

(George B. Harvey)

/s/ WILLIAM R. HOOVER Director

(William R. Hoover)

/s/ ROBERT P. LUCIANO Director

(Robert P. Luciano)

/s/ AULANA L. PETERS Director

(Aulana L. Peters)

/s/ DAVID K. NEWBIGGING Director

(David K. Newbigging)

/s/ JOHN J. PHELAN, JR. Director

(John J. Phelan, Jr.)

/s/ JOHN L. STEFFENS Director

(John L. Steffens)

/s/ WILLIAM L. WEISS Director

(William L. Weiss)

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THE PLAN. Pursuant to the requirements of the Securities Act of 1933, the Administrative Committee (the persons who administer the employee benefit plan) has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York and State of New York, on the 3rd day of December, 1997.

MERRILL LYNCH & CO., INC.
401(k) SAVINGS & INVESTMENT PLAN

/s/ KENNETH REIFERT

Kenneth Reifert
(Chairman, Administrative Committee)

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EXHIBIT INDEX

Exhibit No.	Description	Page
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<S>	<C>	
4(a)	Restated Certificate of Incorporation of the Company, as amended April 24, 1987 (incorporated by reference to Exhibit 3(i) to the Company's Annual Report on Form 10-K for the fiscal year ended December 25, 1992 ("1992 10-K") (File No. 1-7182)).	
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reference to Exhibit 3(ii) to the Company's Quarterly Report on Form 10-Q for the quarter ended March 28, 1997 (File No. 1-7182)).

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- * 15 Letter re: unaudited interim financial information.
- * 23(a) Consent of Brown & Wood LLP (included as part of Exhibit 5(a)).
- * 23(b) Consent of Deloitte & Touche LLP.
- 24 Power of Attorney (included on Page 6).

* Filed herewith.

</TABLE>

LETTERHEAD OF BROWN & WOOD LLP

December 3, 1997

Merrill Lynch & Co., Inc.
World Financial Center
North Tower
New York, New York 10281

Dear Sirs:

We have acted as counsel for Merrill Lynch & Co., Inc., a Delaware corporation (the "Company"), in connection with the proposed filing with the Securities and Exchange Commission expected to be made on or about December 3, 1997 under the Securities Act of 1933, as amended, of a Registration Statement on Form S-8 (the "Registration Statement") for the purpose of registering 10,000,000 shares of Common Stock, par value \$1.33 1/3 per share (including Preferred Stock Purchase Rights) (the "Common Stock") of Merrill Lynch & Co., Inc., together with such indeterminable amount of interests (the "Interests") in the Merrill Lynch & Co., Inc. 401(k) Savings & Investment Plan (the "Plan") as may be purchased with contributions under the Plan. In such capacity, we have examined the Restated Certificate of Incorporation and By-Laws of the Company, the Plan, and such other documents of the Company as we have deemed necessary or appropriate for the purposes of the opinion expressed herein.

Based upon the foregoing, we advise you that, in our opinion, (i) the shares of Common Stock purchased with contributions under the Plan will be legally issued, fully paid and nonassessable and (ii) the Interests, to the extent such Interests vest to the benefit of the participants in the Plan, will have been duly and validly authorized and will be valid Interests.

We consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of our name wherever appearing in the Registration Statement and any amendment thereto.

Very truly yours,

/s/ Brown & Wood LLP

EXHIBIT 15

December 3, 1997

Merrill Lynch & Co., Inc.
World Financial Center
North Tower, 31st Floor
New York, NY 10281

We have made a review, in accordance with standards established by the American Institute of Certified Public Accountants, of the unaudited interim consolidated financial information of Merrill Lynch & Co., Inc. and subsidiaries as of March 28, 1997, June 27, 1997, and September 26, 1997 and for the three-month periods ended March 28, 1997 and March 29, 1996, the three- and six-month periods ended June 27, 1997 and June 28, 1996, and the three- and nine-month periods ended September 26, 1997 and September 27, 1996 as indicated in our reports dated May 9, 1997, August 8, 1997, and November 7, 1997, respectively; because we did not perform an audit, we expressed no opinion on that information.

We are aware that such reports referred to above, which are included in your Quarterly Reports on Form 10-Q for the quarters ended March 28, 1997, June 27, 1997, and September 26, 1997 are incorporated by reference in this Registration Statement.

We are also aware that the aforementioned report, pursuant to Rule 436(c) under the Securities Act of 1933, is not considered a part of the Registration Statement prepared or certified by an accountant or a report prepared or certified by an accountant within the meaning of Sections 7 and 11 of that Act.

/s/ Deloitte & Touche

EXHIBIT 23(b)

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of Merrill Lynch & Co., Inc. (the "Company") on Form S-8 of our reports dated February 24, 1997, appearing in or incorporated by reference in the Annual Report on Form 10-K of the Company for the year ended December 27, 1996. We also consent to the incorporation by reference in this Registration Statement of our report dated February 24, 1997, appearing as Exhibit 99(ii) in the Company's Current Report on Form 8-K dated March 14, 1997, relating to the Selected Financial Data under the captions "Operating Results", "Financial Position", and "Common Share Data" for each of the five years in the period ended December 27, 1996 included in the 1996 Annual Report to the Stockholders of the Company.

/s/ Deloitte & Touche LLP

December 3, 1997
New York, New York