

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A

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

Merrill Lynch & Co., Inc.
(Exact name of registrant as specified in its charter)

Merrill Lynch Capital Trust I
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

Delaware
(State or other jurisdiction of
incorporation or organization)

13-2740599
(I.R.S. employer
identification number)

20-5981594
(I.R.S. employer
identification number)

4 World Financial Center
New York, New York
(Address of principal executive offices)

4 World Financial Center
New York, New York
(Address of principal executive offices)

10080
(Zip Code)

10080
(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), check the following box

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), check the following box

Securities Act registration statement file numbers which this form relates: 333-132911, 333-132911-01

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

Trust Preferred Securities of Merrill Lynch Capital Trust I (and the guarantees with respect thereto)

The New York Stock Exchange, Inc

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

(None)

(Title of Class)

Item 1. Description of Registrant's Securities to be Registered

The classes of securities registered hereby consist of (i) the Capital Securities (the "Capital Securities") representing preferred undivided beneficial interests in the assets of Merrill Lynch Capital Trust I, a statutory trust formed under the laws of the State of Delaware (the "Trust"), and (ii) the Guarantee with respect thereto (the "Guarantee") issued by Merrill Lynch & Co., Inc.

For a description of the Capital Securities and the Guarantee, reference is made to (a) the information set forth in the prospectus relating to the Capital Securities and the Guarantee contained in the Registration Statement on Form S-3 (Registration No. 333-132911) and Post-Effective Amendment No. 1 thereto filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act") (the "Registration Statement"), and (b) "Certain Terms of the Capital Securities" and "Certain Terms of the Guarantee" in the prospectus supplement dated December 7, 2006 covering the Capital Securities and Guarantee that was filed on December 11, 2006 pursuant to Rule 424(b) under the Act. The above mentioned descriptions contained in the Registration Statement, the prospectus and the prospectus supplement are incorporated herein by reference.

Item 2. Exhibits

- 99 (A) Junior Subordinated Indenture, dated as of December 14, 2006, between Merrill Lynch & Co., Inc. and The Bank of New York, as trustee, incorporated by reference to Exhibit 4(a) to Merrill Lynch & Co., Inc.'s filing on Form 8-K, filed on December 14, 2006.
- 99 (B) First Supplemental Indenture, dated as of December 14, 2006, between Merrill Lynch & Co., Inc. and The Bank of New York, as trustee, incorporated by reference to Exhibit 4(b) to Merrill Lynch & Co., Inc.'s filing on Form 8-K, filed on December 14, 2006.
- 99 (C) Certificate of Trust of Merrill Lynch Capital Trust I, incorporated by reference to Exhibit 4(b) to Post-Effective Amendment No. 1 to the Registration Statement.
- 99 (D) Trust Agreement of Merrill Lynch Capital Trust I, incorporated by reference to Exhibit 4(c) to Post-Effective Amendment No. 1 to the Registration Statement.
- 99 (E) Amended and Restated Trust Agreement of Merrill Lynch Capital Trust I, dated as of December 14, 2006, including form of Trust Preferred Security, incorporated by reference to Exhibit 4(e) to Merrill Lynch & Co., Inc.'s filing on Form 8-K, filed on December 14, 2006.
- 99 (F) Guarantee Agreement, dated as of December 14, 2006, between Merrill Lynch & Co., Inc. and The Bank of New York, as Guarantee Trustee, incorporated by reference to Exhibit 4(f) Merrill Lynch & Co., Inc.'s filing on Form 8-K, filed on December 14, 2006.
- 99 (G) Specimen Trust Preferred Security Certificate (included as part of Exhibit 99(E)).

SIGNATURE

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 & CO., INC.
(Registrant)

By: /s/ Judith A. Witterschein
Judith A. Witterschein
Secretary

Date: December 14, 2006

MERRILL LYNCH CAPITAL TRUST I
(Registrant)

By: /s/ Marlene B. Debel
Marlene B. Debel
Administrative Trustee