

UNITED STATES  
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)

Delaware  
(State of incorporation  
or organization)

13-2740599  
(I.R.S. Employer  
Identification No.)

4 World Financial Center, New York, New York 10080

(Address of principal executive offices) (Zip code)

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
Depository Shares, Each Representing a 1/1200 <sup>th</sup> Interest in a Share of Floating Rate Non-Cumulative Preferred Stock, Series 5	The New York Stock Exchange, Inc.

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 number which this form relates: 333-132911

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

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

The description of the general terms and provisions of the Floating Rate Non-Cumulative Preferred Stock, Series 5, par value \$1.00 per share (the "Preferred Stock") of Merrill Lynch & Co., Inc. (the "Registrant") and the description of the Registrant's Depositary Shares, each representing a 1/1200<sup>th</sup> interest in a share of Preferred Stock (the "Depositary Shares"), to be registered hereunder is incorporated herein by reference to the Term Sheet, dated March 15, 2007, to the descriptions included under the captions "Description of the Offered Preferred Stock" and "Description of Depositary Shares" in the Product Supplement dated March 12, 2007, to the descriptions included under the captions "Description of Preferred Stock" and "Description of Depositary Shares" in the general Prospectus Supplement dated March 31, 2006, and to the Prospectus dated March 31, 2006, each included as part of the Registrant's Registration Statement on Form S-3 (Registration No. 333-132911). For purposes of such description, any prospectus supplement relating to the Registration Statement filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which purports to describe the Depositary Shares shall be deemed to be incorporated herein by reference.

**Item 2. Exhibits**

List below all exhibits to be filed as part of the registration statement:

1. Certificate of Designations of the Registrant establishing the rights, preferences, privileges, qualifications, restrictions and limitations relating to Preferred Stock (incorporated by reference to Exhibits 3.6 and 4.5 of Registrant's Current Report on Form 8-K dated March 20, 2007).
2. Form of Deposit Agreement with respect to the Depositary Shares (including the form of Depositary Receipt to be issued thereunder) (incorporated by reference to Exhibit 2 of Registrant's Registration Statement on Form 8-A dated November 14, 2005).
3. Form of certificate representing the Preferred Stock.
4. Form of Depositary Receipt (attached as Exhibit A to Exhibit 2 hereto).

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**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/ ANA SILVA  
Ana Silva  
Assistant Secretary

Date: March 16, 2007

NUMBER R-

SHARES

FLOATING RATE NON-CUMULATIVE PREFERRED STOCK, SERIES 5,  
OF  
MERRILL LYNCH & CO., INC.  
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

CUSIP 59022 C 160

SEE REVERSE FOR CERTAIN DEFINITIONS

This certifies that THE BANK OF NEW YORK, as depository, is the registered owner of \_\_\_\_\_ SHARES ( ) fully paid and non-assessable shares of Floating Rate Non-Cumulative Preferred Stock, Series 5, par value \$1.00 per share, of Merrill Lynch & Co., Inc., a Delaware corporation (the "Corporation"), transferable upon the books of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of this Certificate properly endorsed.

This Certificate shall not be valid unless countersigned and registered by the Transfer Agent and Registrar.

Dated:

MERRILL LYNCH & CO., INC.

By: \_\_\_\_\_  
E. Stanley O'Neil  
Chairman of the Board and  
Chief Executive Officer

By: \_\_\_\_\_  
Judith A. Witterschein  
Corporate Secretary

Countersigned and Registered:  
THE BANK OF NEW YORK, Transfer  
Agent and Registrar

By \_\_\_\_\_  
Authorized Officer

[REVERSE OF CERTIFICATE]

MERRILL LYNCH & CO., INC.

MERRILL LYNCH & CO., INC. WILL FURNISH WITHOUT CHARGE TO EACH STOCKHOLDER WHO SO REQUESTS A STATEMENT OF THE POWERS, DESIGNATIONS, PREFERENCES AND RELATIVE, PARTICIPATING, OPTIONAL OR OTHER SPECIAL RIGHTS OF EACH CLASS OF STOCK OR SERIES THEREOF WHICH MERRILL LYNCH & CO., INC. IS AUTHORIZED TO ISSUE AND THE QUALIFICATIONS, LIMITATIONS OR RESTRICTIONS OF SUCH PREFERENCES AND/OR RIGHTS. ANY SUCH REQUEST IS TO BE ADDRESSED TO THE SECRETARY OF MERRILL LYNCH & CO., INC. OR TO THE TRANSFER AGENT.

EXPLANATION OF ABBREVIATIONS

The following abbreviations when used in the form of ownership on the face of this certificate shall be construed as though they were written out in full according to applicable laws or regulations. Abbreviations in addition to those appearing below may be used.

<u>Phrase Abbreviation</u>	<u>Equivalent</u>	<u>Phrase Abbreviation</u>	<u>Equivalent</u>
JT TEN	As joint tenants, with right of survivorship and not as tenants in common	TEN BY ENT	As tenants by the entireties
TEN IN COM	As tenants in common	UNIF GIFT MIN ACT	Uniform Gifts to Minors Act

<u>Word Abbreviation</u>	<u>Equivalent</u>	<u>Word Abbreviation</u>	<u>Equivalent</u>	<u>Word Abbreviation</u>	<u>Equivalent</u>
ADM	Administrator(s) Administratrix	EST	Estate, of Estate of	PAR	Paragraph
AGMT	Agreement	EX	Executor(s), Executrix	PL	Public Law
ART	Article	FBO	For the benefit of	TR	(As) trustee(s), for, of
CH	Chapter	FDN	Foundation	U	Under
CUST	Custodian for	GDN	Guardian(s)	UA	Under agreement
DEC	Declaration	GDNSHP	Guardianship	UW	Under will of, Of will of, Under last will & testament
		MIN	Minor(s)		

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For value received, \_\_\_\_\_ hereby sell(s), assign(s) and transfer(s) unto PLEASE INSERT SOCIAL SECURITY OR  
OTHER IDENTIFYING NUMBER OF ASSIGNEE \_\_\_\_\_ PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS \_\_\_\_\_

INCLUDING POSTAL ZIP CODE OF ASSIGNEE \_\_\_\_\_ Shares of the  
capital stock represented by the within Certificate, and do(es) hereby irrevocably constitute and appoint \_\_\_\_\_ Attorney to transfer the said stock on the books of the  
within named Corporation with full power of substitution in the premises.

Dated \_\_\_\_\_

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NOTICE: The signature to the assignment must correspond with the name as written  
upon the face of this Certificate in every particular, without alteration or  
enlargement or any change whatsoever.

SIGNATURE GUARANTEED

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NOTICE: The signature(s) should be guaranteed by an eligible guarantor institution  
(banks, stockbrokers, savings and loan associations, and credit unions with membership  
in an approved signature guarantee medallion program), pursuant to Rule 17Ad-15  
under the Securities Exchange Act of 1934.