

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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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 28, 2001  
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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
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(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: (212) 449-1000  
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(Former Name or Former Address, if Changed Since Last Report.)

ITEM 5. OTHER EVENTS  
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Filed herewith is the Preliminary Unaudited Consolidated Balance Sheet as of December 29, 2000 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  
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(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 29, 2000.

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SIGNATURE  
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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.

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(Registrant)

By: /s/ Thomas H. Patrick

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Thomas H. Patrick  
Executive Vice President and  
Chief Financial Officer

Date: February 28, 2001

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EXHIBIT INDEX

Exhibit No.	Description	Page
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(12)	Computation of Ratios of Earnings to Fixed Charges and Combined Fixed Charges and Preferred Stock Dividends	5
(99)	Additional Exhibits	
	(i) Preliminary Unaudited Consolidated Balance Sheet as of December 29, 2000	6-7

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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)

1996	YEAR ENDED LAST FRIDAY IN DECEMBER			
	2000	1999	1998	1997
-----	-----	-----	-----	-----
(52 weeks)	(52 weeks)	(53 weeks)	(52 weeks)	(52 weeks)
<S>	<C>	<C>	<C>	<C>
<C>				
Pre-tax earnings \$ 2,671	\$ 5,717	\$ 4,206	\$ 2,120	\$ 3,102
Add: Fixed charges (excluding capitalized interest and preferred security dividend requirements of subsidiaries) 11,605	18,307	13,235	17,237	15,128
-----	-----	-----	-----	-----
Pre-tax earnings before fixed charges 14,276	24,024	17,441	19,357	18,230
Fixed charges:				
Interest 11,426	18,052	12,987	17,014	14,938
Other (a) 187	465	451	354	240
-----	-----	-----	-----	-----
Total fixed charges 11,613	18,517	13,438	17,368	15,178
Preferred stock dividends 74	55	56	58	62
-----	-----	-----	-----	-----
Total combined fixed charges and preferred stock dividends \$11,687	\$18,572	\$13,494	\$17,426	\$15,240
-----	-----	-----	-----	-----
Ratio of earnings to fixed charges 1.23	1.30	1.30	1.11	1.20
Ratio of earnings to combined fixed charges and preferred stock dividends 1.22	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.

Note: Prior period amounts have been restated to reflect the merger with Herzog, Heine, Geduld, Inc. as required under pooling-of-interests accounting.

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EXHIBIT 99(i)

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

	Dec. 29, 2000
(dollars in millions)	
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<S>	<C>
ASSETS	
CASH AND CASH EQUIVALENTS.....	\$ 23,205
	-----
CASH AND SECURITIES SEGREGATED FOR REGULATORY PURPOSES OR DEPOSITED WITH CLEARING ORGANIZATIONS.....	6,092
	-----
RECEIVABLES UNDER RESALE AGREEMENTS AND SECURITIES BORROWED TRANSACTIONS.....	114,581
	-----
MARKETABLE INVESTMENT SECURITIES.....	49,251
	-----
TRADING ASSETS, AT FAIR VALUE	
Equities and convertible debentures.....	19,347
Corporate debt and preferred stock.....	18,262
Contractual agreements.....	20,361
U.S. Government and agencies.....	19,673
Mortgages, mortgage-backed, and asset-backed.....	8,225
Non-U.S. governments and agencies.....	2,855
Municipals and money markets.....	2,791
	-----
	91,514
	-----
SECURITIES PLEDGED AS COLLATERAL.....	9,097
	-----
OTHER RECEIVABLES	
Customers (net of allowance for doubtful accounts of \$68).....	41,613
Brokers and dealers.....	26,421
Interest and other.....	8,879
	-----
Total.....	76,913
	-----
INVESTMENTS OF INSURANCE SUBSIDIARIES.....	4,002
LOANS, NOTES, AND MORTGAGES (net of allowance for loan losses of \$176).....	17,472
OTHER INVESTMENTS.....	4,938
EQUIPMENT AND FACILITIES (net of accumulated depreciation and amortization of \$4,658).....	3,444
GOODWILL (net of accumulated amortization of \$720).....	4,407
OTHER ASSETS.....	2,284
	-----
TOTAL ASSETS.....	\$407,200
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EXHIBIT 99(i)

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

(dollars in millions, except per share amount)

Dec. 29,  
2000

----- <S>	----- <C>
LIABILITIES	
PAYABLES UNDER REPURCHASE AGREEMENTS AND SECURITIES	
LOANED TRANSACTIONS.....	\$103,883
	-----
COMMERCIAL PAPER AND OTHER SHORT-TERM BORROWINGS.....	15,183
	-----
DEMAND AND TIME DEPOSITS.....	67,648
	-----
TRADING LIABILITIES, AT FAIR VALUE	
Contractual agreements.....	21,587
Equities and convertible debentures.....	18,535
U.S. Government and agencies.....	14,466
Non-U.S. governments and agencies.....	7,135
Corporate debt, municipals and preferred stock.....	7,134
	-----
Total.....	68,857
	-----
OTHER PAYABLES	
Customers.....	24,762
Brokers and dealers.....	9,514
Interest and other.....	22,204
	-----
Total.....	56,480
	-----
LIABILITIES OF INSURANCE SUBSIDIARIES.....	
	3,908
LONG-TERM BORROWINGS.....	
	70,223
	-----
TOTAL LIABILITIES.....	386,182
	-----
PREFERRED SECURITIES ISSUED BY SUBSIDIARIES.....	
	2,714
	-----
STOCKHOLDERS' EQUITY	
PREFERRED STOCKHOLDERS' EQUITY (42,500 shares issued, liquidation preference	
\$10,000 per share).....	425
	-----
COMMON STOCKHOLDERS' EQUITY	
Shares exchangeable into common stock.....	68
Common stock, par value \$1.33 1/3 per share;	
authorized: 1,000,000,000 shares;	
issued: 962,533,498 shares.....	1,283
Paid-in capital.....	2,843
Accumulated other comprehensive loss (net of tax).....	(345)
Retained earnings.....	16,156
	-----
	20,005
Less: Treasury stock, at cost: 154,578,945 shares.....	1,273
Employee stock transactions.....	853
	-----
Total Common Stockholders' Equity.....	17,879
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Total Stockholders' Equity.....	18,304
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Total Liabilities, Preferred Securities Issued by	
Subsidiaries, and Stockholders' Equity.....	\$407,200
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