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): October 28, 1998

Merrill Lynch & Co., Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware 1-7182 13-2740599 _ -----(State or Other (Commission (I.R.S. Employer Jurisdiction of File Number) Identification No.) Incorporation)

World Financial Center, North Tower, New York, New York 10281-1332 (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 September 25, 1998 for Merrill Lynch & Co., Inc. and subsidiaries ("Merrill Lynch"). Also filed herewith is a statement setting forth the computation of certain Merrill Lynch 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
 - Preliminary Unaudited Consolidated Balance Sheet of Merrill Lynch as of September 25, 1998

2

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/ E. Stanley O'Neal

E. Stanley O'Neal Executive Vice President and

Chief Financial Officer

Date: October 28, 1998

EXHIBIT INDEX

Exhibit No.	Description	Page
(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 of Merrill Lynch as of September 25, 1998	6-7

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)

<TABLE> <CAPTION>

	For the The Ende			ine Months ded
		Sept. 26, 1997		Sept. 26, 1997
<s> Pretax earnings (loss) from</s>	<c></c>	<c></c>	<c></c>	<c></c>
continuing operations	\$ (206)	\$ 789	\$ 1,602	\$ 2,376
Add: Fixed charges	4,954	4,249	14,448	12,106
Pretax earnings before fixed				
charges	\$ 4,748 =====	\$5,038 =====	\$16,050 =====	\$14,482 =====
Fixed charges:				
Interest	\$ 4,860	\$4,190	\$14,199	\$11 , 929
Other (A)	94	59 	249	177
Total fixed charges	\$ 4,954 =====	\$4,249 =====	\$14,448 ======	\$12,106 ======
Preferred stock dividend requirements	\$ 15 	\$ 15 	\$ 46 	\$ 47
Total combined fixed charges and preferred stock dividends	\$ 4,969 =====	\$4 , 264 =====	\$14,494 ======	\$12 , 153
Ratio of earnings to fixed charges (B)	.96	1.19	1.11	1.20
Ratio of earnings to combined fixed charges and preferred stock dividends (B) 				

 .96 | 1.18 | 1.11 | 1.19 |

- (A) Other fixed charges consist of the interest factor in rentals, amortization of debt expense, and preferred stock dividend requirements of majority-owned subsidiaries.
- (B) The ratio calculations indicate a less than one-to-one coverage for the three months ended September 25, 1998. Pretax loss from continuing operations for the three months ended September 25, 1998 is inadequate to cover fixed charges. The deficient amounts for the respective ratios are \$206 and \$221.

Note: Prior periods have been restated for the Midland Walwyn acquisition, as required under pooling-of-interests accounting.

EXHIBIT 99(i)

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

(dollars in millions, except per share amount)

(dollars in millions, except per share amount) ASSETS	SEPTEMBER 25, 1998		
CASH AND CASH EQUIVALENTS	\$ 8,965 		
CASH AND SECURITIES SEGREGATED FOR REGULATORY PURPOSES OR DEPOSITED WITH CLEARING ORGANIZATIONS	12 , 583		
MARKETABLE INVESTMENT SECURITIES	4,213		
TRADING ASSETS, AT FAIR VALUE Corporate debt and preferred stock Equities and convertible debentures Contractual agreements U.S. Government and agencies Non-U.S. governments and agencies Mortgages, mortgage-backed, and asset-backed Other	26,908 28,326 25,491 14,139 9,001 10,529 3,542		
Securities received as collateral, net of securities pledged as collateral	117,936 5,202		
Total	123,138		
SECURITIES PLEDGED AS COLLATERAL	18,386		
RECEIVABLES UNDER RESALE AGREEMENTS	73 , 125		
RECEIVABLES UNDER SECURITIES BORROWED TRANSACTIONS	43,176		
OTHER RECEIVABLES Customers (net of allowance for doubtful accounts of \$55) Brokers and dealers	29,881 7,319 9,096 46,296		
INVESTMENTS OF INSURANCE SUBSIDIARIES	4,507		
LOANS, NOTES, AND MORTGAGES (net of allowance for loan losses of \$148)	7,161 2,144		
PROPERTY, LEASEHOLD IMPROVEMENTS, AND EQUIPMENT (net of accumulated depreciation and amortization of \$3,338)	2 , 570		
GOODWILL (net of accumulated amortization of \$284)	5,413		
OTHER ASSETS	1,742		
TOTAL ASSETS	\$353,419 ======		

6

EXHIBIT 99(i)

UBSIDIARIES, AND STOCKHOLDERS' EQUITY	SEPTEMBER 25, 1998
IABILITIES	
AYABLES UNDER REPURCHASE AGREEMENTS AND SECURITIES	
LOANED TRANSACTIONS	\$ 100,174
OMMERCIAL PAPER AND OTHER SHORT-TERM BORROWINGS	43,409
RADING LIABILITIES, AT FAIR VALUE	
ontractual agreements	22,733
S. Government and agencies	10,572
quities and convertible debentures	19,677 10,893
on-U.S. governments and agencies	6,049
orporate asse, protested ecosi, and const	
otal	69 , 924
BLIGATION TO RETURN SECURITIES RECEIVED AS COLLATERAL	23,588
THER PAYABLES ustomers	20,727
rokers and dealers	5 , 772
nterest and other	18,785
otal	45 , 284
IABILITIES OF INSURANCE SUBSIDIARIES	4,404
ONG-TERM BORROWINGS	55 , 064
OTAL LIABILITIES	341,847
REFERRED SECURITIES ISSUED BY SUBSIDIARIES	1,777
TOCKHOLDERS' EQUITY	
REFERRED STOCKHOLDERS' EQUITY	425
OMMON STOCKHOLDERS' EQUITY	
ommon stock, par value \$1.33 1/3 per share; authorized: 1,000,000,000 shares;	71
issued: 472,660,324 shares	630
aid-in capital	1,405
	(59)
	10,227
<u> </u>	12,274
etained earnings	12,274
etained earnings	
etained earnings	12,274 2,190 714
etained earnings	12,274 2,190 714 9,370
ess: Treasury stock, at cost: 119,242,755 shares Employee stock transactions OTAL COMMON STOCKHOLDERS' EQUITY	12,274 2,190 714 9,370 9,795