

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 10, 2004  
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Merrill Lynch & Co., Inc.

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(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 and Required FD Disclosure  
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Merrill Lynch & Co., Inc. today announced that its board of directors has authorized the repurchase of up to \$2 billion of the company's outstanding common shares.

The authority will be exercised from time to time as market conditions warrant and subject to regulatory considerations. Any repurchases are intended to make appropriate adjustments to the company's capital structure and are for general corporate purposes.

\* \* \*

Merrill Lynch may make forward-looking statements, including, for example, statements about management expectations, strategic objectives, business prospects, anticipated expense savings and financial results, anticipated results of litigation and regulatory proceedings, and other similar matters. These forward-looking statements are not statements of historical facts and represent only Merrill Lynch's beliefs regarding future events, which are inherently uncertain. There are a variety of factors, many of which are beyond Merrill Lynch's control, which affect its operations, performance, business strategy and results and could cause its actual results and experience to differ materially from the expectations and objectives expressed in any forward-looking statements. These factors include, but are not limited to, actions and initiatives taken by both current and potential competitors, the effect of current, pending and future legislation and regulation, and the other risks detailed in Merrill Lynch's Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. Accordingly, readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date on which they are made. Merrill Lynch does not undertake to update forward-looking statements to reflect the impact of circumstances or events that arise after the date the forward-looking statement was made. The reader should, however, consult any further disclosures Merrill Lynch may make in its reports on Form 10-K, Form 10-Q and Form 8-K.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits  
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(c) Exhibits

99.1 Press release dated February 10, 2004 issued by Merrill Lynch & Co., Inc.

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.

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(Registrant)

By: /s/ Judith A. Witterschein

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Judith A. Witterschein  
Corporate Secretary

Date: February 10, 2004

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Exhibit Index

Exhibit No.	Description	Page
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99.1	Press release dated February 10, 2004 issued by Merrill Lynch & Co., Inc.	5

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News

[LOGO]Merril Lynch

Merrill Lynch & Co., Inc.  
World Headquarters  
4 World Financial Center  
New York, New York 10080

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Release date: February 10, 2004

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MERRILL LYNCH ANNOUNCES SHARE REPURCHASE PROGRAM

NEW YORK, February 10 - Merrill Lynch (NYSE: MER) today announced that its board of directors has authorized the repurchase of up to \$2 billion of the company's outstanding common shares.

"This repurchase program underscores the financial strength of Merrill Lynch," said Ahmass Fakahany, executive vice president and chief financial officer. "Over the past two years we have demonstrated the ability to grow our businesses and to generate substantial levels of capital. We are confident that Merrill Lynch can both invest in the growth initiatives that are key to our future success and take this step to enhance returns. Our balance sheet and liquidity are strong, and we will continue to actively manage our capital base as we strive to sustain high levels of performance for our clients and shareholders."

The authority will be exercised from time to time as market conditions warrant and subject to regulatory considerations. Any repurchases are intended to make appropriate adjustments to the company's capital structure and are for general corporate purposes.

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Merrill Lynch is one of the world's leading financial management and advisory companies with offices in 35 countries and total client assets of approximately \$1.5 trillion. As an investment bank, it is a leading global underwriter of debt and equity securities and strategic advisor to corporations, governments, institutions, and individuals worldwide. Through Merrill Lynch Investment Managers, the company is one of the world's largest managers of financial assets, with assets under management of \$500 billion. For more information on Merrill Lynch, please visit [www.ml.com](http://www.ml.com).

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