

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-A

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

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MERRILL LYNCH & CO., INC.

MERRILL LYNCH PREFERRED FUND-  
ING II, L.P.

(Exact name of registrant as  
specified in its charter)

(Exact name of registrant as specified in its  
certificate of limited partnership)

DELAWARE

DELAWARE

(State or other jurisdiction of  
incorporation or organization)

(State or other jurisdiction of  
incorporation or organization)

13-2740599

13-3926165

(I.R.S. employer identification number)

(I.R.S. employer identification number)

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MERRILL LYNCH PREFERRED  
CAPITAL TRUST II

(Exact name of registrant as specified in  
its certificate of trust)

DELAWARE

(State or other jurisdiction of incorpora-  
tion or organization)

13-7108354

(I.R.S. employer  
identification number)

World Financial Center  
North Tower

New York, New York 10281

(Address of principal executive offices, including zip code)

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If this Form relates to the registration of  
a class of debt securities and is effective upon  
filing pursuant to General Instruction  
A(c) (1) please check the following box. / /

If this Form relates to the registration of  
a class of debt securities and is to be-  
come effective simultaneously with the  
effectiveness of a concurrent registration  
statement under the Securities Act of  
1933 pursuant to General Instruction  
A(c) (2) please check the following  
box. / /

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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 Originated Preferred Securities of Merrill Lynch Preferred Capital Trust II (and the Guarantee with respect thereto)	New York Stock Exchange, Inc.
Partnership Preferred Securities of Merrill Lynch Preferred Funding II, L.P. (and the Guarantee with respect thereto)	New York Stock Exchange, Inc.

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

None

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The class of securities to be registered hereby consist of (i) the  
8% Trust Originated Preferred Securities-SM- (the "TOPRS-SM-" or "Trust

Preferred Securities"), representing undivided beneficial ownership interests in the assets of Merrill Lynch Preferred Capital Trust II, a statutory business trust formed under the laws of the State of Delaware (the "Trust"), together with the Trust Preferred Securities Guarantee by Merrill Lynch & Co., Inc., a Delaware corporation, in favor of the holders of the Trust Preferred Securities, and (ii) the 8% Partnership Preferred Securities (the "Partnership Preferred Securities"), representing limited partner interests of Merrill Lynch Preferred Funding II, L.P., a Delaware limited partnership (the "Partnership"), together with the Partnership Preferred Securities Guarantee by Merrill Lynch & Co., Inc., a Delaware corporation, in favor of the holders of the Partnership Preferred Securities.

For a description of the Trust Preferred Securities, reference is made to the information set forth under the headings "Description of the Trust Preferred Securities" and "Description of the Trust Guarantee" in the Registration Statement on Form S-3 (Registration No. 333-20137) filed with the Securities and Exchange Commission (the "Commission") on January 21, 1997 under the Securities Act of 1933, as amended (the "Act"), Amendment No. 1 thereto filed with the Commission on January 31, 1997 and Amendment No. 2 thereto filed with the Commission on February 3, 1997 (such Registration Statement, as so amended, being hereinafter referred to as the "Registration Statement"), which description is incorporated herein by reference. For a description of the Partnership Preferred Securities, reference is made to the information set forth under the headings "Description of the Partnership Preferred Securities" and "Description of the Partnership Guarantee" in the Registration Statement, which description is incorporated herein by reference. Definitive copies of the prospectus describing the terms of the Trust Preferred Securities and Partnership Preferred Securities will be filed pursuant to Rule 424(b) under the Act and shall be deemed to be incorporated herein by reference.

ITEM 2. EXHIBITS.

- 2.1 Certificate of Trust dated January 16, 1997 of Merrill Lynch Preferred Capital Trust II (incorporated herein by reference to Exhibit 4.1 to the Registration Statement).
- 2.2 Form of Amended and Restated Declaration of Trust of Merrill Lynch Preferred Capital Trust II (incorporated by reference to Exhibit 4.2 to the Registration Statement).
- 2.3 Certificate of Limited Partnership dated as of January 16, 1997 of Merrill Lynch Preferred Funding II, L.P. (incorporated by reference to Exhibit 4.3 to the Registration Statement).
- 2.4 Form of Amended and Restated Limited Partnership Agreement of Merrill Lynch Preferred Funding II, L.P. (incorporated by reference to Exhibit 4.4 to the Registration Statement).
- 2.5 Form of Trust Preferred Securities Guarantee Agreement between Merrill Lynch & Co., Inc. and The Chase Manhattan Bank, as guarantee trustee (incorporated by reference to Exhibit 4.5 to the Registration Statement).
- 2.6 Form of Partnership Preferred Securities Guarantee Agreement by Merrill Lynch & Co., Inc. and The Chase Manhattan Bank, as guarantee trustee (incorporated by reference to Exhibit 4.6 to the Registration Statement).
- 2.7 Form of Subordinated Debenture Indenture between Merrill Lynch & Co., Inc. and The Chase Manhattan Bank, as trustee (incorporated by reference to Exhibit 4.7 to the Registration Statement).
- 2.8 Form of Affiliate Debenture Guarantee Agreement between Merrill Lynch & Co., Inc. and The Chase Manhattan Bank, as guarantee trustee (incorporated by reference to Exhibit 4.8 to the Registration Statement).
- 2.9 Form of Trust Preferred Security (included in Exhibit 2.2 above).
- 2.10 Form of Partnership Preferred Security (included in Exhibit 2.4 above).
- 2.11 Form of Subordinated Debenture (incorporated by reference to Exhibit 4.11 to the Registration Statement).

SIGNATURES

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 PREFERRED CAPITAL  
TRUST II

Dated: February 4, 1997

By: /s/ THERESA LANG  
-----  
Name: Theresa Lang  
Title: Regular Trustee

MERRILL LYNCH PREFERRED FUNDING II,  
L.P.

By: MERRILL LYNCH & CO., INC.,  
as General Partner

By: /s/ THERESA LANG  
-----  
Name: Theresa Lang  
Title: Senior Vice President and Treasurer

MERRILL LYNCH & CO., INC.

By: /s/ THERESA LANG  
-----  
Name: Theresa Lang  
Title: Senior Vice President and Treasurer