

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): July 16, 1996

Merrill Lynch & Co., Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware

1-7182

13-2740599

(State or Other
Jurisdiction of
Incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

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 are the Preliminary Unaudited Earnings Summaries, as contained in a press release dated July 16, 1996, for Merrill Lynch & Co., Inc. ("ML & Co.") for the three- and six-month periods ended June 28, 1996. The results of operations set forth therein for such periods are unaudited. All adjustments, consisting only of normal recurring accruals, that are, in the opinion of management, necessary for a fair presentation of the results of operations for the periods presented have been included. The nature of ML & Co.'s business is such that the results for any interim period are not necessarily indicative of the results for a full year.

Total stockholders' equity, long-term borrowings, and book value per common share as of June 28, 1996 were approximately \$6.5 billion, \$22.6 billion, and \$35.03, respectively.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(c) Exhibits.

(99) Additional Exhibits

(i) Preliminary Unaudited Earnings Summaries for the
three- and six-month periods ended June 28, 1996.

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/ Joseph T. Willett

Joseph T. Willett
Senior Vice President,
Chief Financial Officer

Date: July 16, 1996

EXHIBIT INDEX

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EXHIBIT 99(i)

Merrill Lynch & Co., Inc.
Preliminary Unaudited Earnings Summary

Inc/(Dec) 2Q96 vs. [In millions, except per share amounts] 2Q95	For Three Months ended			Percent
	June 28, 1996	Mar. 29, 1996	June 30, 1995	2Q96 vs. 1Q96
<S>	<C>	<C>	<C>	<C>
<C>				
Revenues:				
Commissions 26.8 %	\$ 970	\$ 989	\$ 765	(2.0) %
Interest and Dividends (7.7)	3,040	3,010	3,295	1.0
Principal Transactions 47.8	908	982	615	(7.5)
Investment Banking 72.9	580	378	335	53.4
Asset Management and Portfolio Service Fees 19.1	553	538	464	2.9
Other 26.0	139	122	111	13.8
Total Revenues 10.8	6,190	6,019	5,585	2.8
Interest Expense (7.4)	2,810	2,758	3,036	1.9
Net Revenues 32.6	3,380	3,261	2,549	3.7
Non-Interest Expenses:				
Compensation and Benefits 33.0	1,741	1,691	1,309	3.0
Communications and Equipment Rental 17.2	137	131	117	4.8
Occupancy 3.3	113	116	110	(2.3)
Depreciation and Amortization 10.8	98	98	88	0.4
Professional Fees 33.0	140	130	105	7.7
Advertising and Market Development 29.7	124	114	96	8.7
Brokerage, Clearing, and Exchange Fees 7.5	101	106	94	(4.9)
Other 37.3	228	204	166	11.7
Total Non-Interest Expenses 28.7	2,682	2,590	2,085	3.6
Earnings Before Income Taxes 50.3	698	671	464	4.0
Income Tax Expense 45.7	265	262	181	1.0
Net Earnings 53.2	\$ 433	\$ 409	\$ 283	5.8
Preferred Stock Dividends (3.4)	\$ 11	\$ 11	\$ 12	(1.1)
Net Earnings Applicable to Common Stockholders 55.7	\$ 422	\$ 398	\$ 271	6.0

Earnings per Common Share:				
Primary	\$2.19	\$2.03	\$1.40	7.9
56.4				
Fully Diluted	\$2.19	\$2.03	\$1.39	7.9
57.6				
Average Shares:				
Primary	192.9	196.2	193.3	(1.7)
(0.2)				
Fully Diluted	192.9	196.2	195.2	(1.7)
(1.1)				

Note: Percentages are based on actual numbers before rounding.

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EXHIBIT 99(i)

Merrill Lynch & Co., Inc.
Preliminary Unaudited Earnings Summary

[In millions, except per share amounts]	For Six Months Ended		Percent Inc / (Dec)
	June 28, 1996	June 30, 1995	
<S>	<C>	<C>	<C>
Revenues:			
Commissions	\$ 1,959	\$ 1,450	35.1%
Interest and Dividends	6,050	6,325	(4.3)
Principal Transactions	1,891	1,289	46.7
Investment Banking	958	584	64.0
Asset Management and Portfolio Service Fees	1,090	913	19.5
Other	261	228	14.7
Total Revenues	12,209	10,789	13.2
Interest Expense	5,568	5,819	(4.3)
Net Revenues	6,641	4,970	33.6
Non-Interest Expenses:			
Compensation and Benefits	3,432	2,579	33.1
Communications and Equipment Rental	268	229	17.1
Occupancy	229	219	4.4
Depreciation and Amortization	196	175	12.3
Professional Fees	270	204	32.5
Advertising and Market Development	239	182	31.1
Brokerage, Clearing, and Exchange Fees	207	178	16.6
Other	431	361	19.5
Total Non-Interest Expenses	5,272	4,127	27.8
Earnings Before Income Taxes	1,369	843	62.4
Income Tax Expense	526	333	58.0
Net Earnings	\$ 843	\$ 510	65.2
Preferred Stock Dividends	\$ 23	\$ 24	(3.0)
Net Earnings Applicable to Common Stockholders	\$ 820	\$ 486	68.6
Earnings per Common Share:			
Primary	\$4.22	\$2.48	70.2
Fully Diluted	\$4.21	\$2.46	71.1
Average Shares:			
Primary	194.3	196.2	(1.0)
Fully Diluted	194.6	197.5	(1.5)

Note: Percentages are based on actual numbers before rounding.

