

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A/A

AMENDMENT NO. 1

TO 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

Merrill Lynch & Co., Inc.

(Exact name of registrant as specified in its charter)

Delaware

13-2740599

(State of incorporation or organization)

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

World Financial Center  
North Tower  
250 Vesey Street  
New York, New York

10281

(Address of principal executive offices)

(Zip Code)

If this form relates to the  
registration of a class of  
securities pursuant to  
Section 12(b) of the Exchange Act  
and is effective pursuant  
to General Instruction A.(c),  
please check the following  
box. [X]

If this form relates to the  
registration of a class of  
securities pursuant to Section  
12(g) of the Exchange Act  
and is effective pursuant to  
General Instruction A.(d), please  
check the following box. [ ]

Securities Act registration statement file number to which this form relates:  
333-28537

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
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S&P 500 Inflation Adjusted Market Index Target-Term Securities(SM) due August __, 2007	New York Stock Exchange
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Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of class)

SM "Market Index Target-Term Securities" is a service mark owned by Merrill  
Lynch & Co., Inc.

Item 1. Description of Registrant's Notes to be Registered.

The description of the general terms and provisions of the S&P 500  
Inflation Adjusted Market Index Target-Term Securities SM ("MITTS(R)") due  
August \_\_, 2007 to be issued by Merrill Lynch & Co., Inc. (the "Notes") set  
forth in the Preliminary Prospectus Supplement dated July 17, 1997, and the  
Prospectus dated July 7, 1997, attached hereto as Exhibit 99 (A) are hereby  
incorporated by reference and contain certain proposed terms and provisions. The  
description of the Notes contained in the Prospectus Supplement to be filed  
pursuant to Rule 424(b) under the Securities Act of 1933, as amended, under  
Registration Statement Number 333-28537 which will contain the final terms and  
provisions of the Notes, including the maturity date of the Notes, is hereby  
deemed to be incorporated by reference into this Registration Statement and to  
be a part hereof.

Item 2. Exhibits.

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- 99 (A) Preliminary Prospectus Supplement dated July 17, 1997, and Prospectus dated July 7, 1997 (incorporated by reference to registrant's filing pursuant to Rule 424 (b)).
- 99 (B) Form of Note.
- 99 (C) Copy of Indenture between Merrill Lynch & Co., Inc. and The Chase Manhattan Bank, formerly Chemical Bank (successor by merger to Manufacturers Hanover Trust Company), dated as of April 1, 1983, as amended and restated.[\*]

Other securities issued by Merrill Lynch & Co., Inc. are listed on the New York Stock Exchange.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

MERRILL LYNCH & CO., INC.

By: /s/ Gregory T. Russo

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Gregory T. Russo  
Secretary

Date: September 17, 1997

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"MITTS" is a registered service mark and "Market Index Target-Term Securities" is a service mark owned by Merrill Lynch & Co., Inc.

\* Exhibit 99 (C) is incorporated by reference from Exhibit (3) to Registrant's Registration Statement on Form 8-A dated July 20, 1992.

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

MERRILL LYNCH & CO., INC.

EXHIBITS  
TO  
FORM 8-A/A DATED SEPTEMBER 17, 1997

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\* Exhibit 99 (C) is incorporated by reference from Exhibit (3) to Registrant's Registration Statement on Form 8-A dated July 20, 1992.

THIS SECURITY IS A GLOBAL SECURITY WITHIN THE MEANING OF THE INDENTURE HEREINAFTER REFERRED TO AND IS REGISTERED IN THE NAME OF A DEPOSITORY OR A NOMINEE THEREOF. UNLESS AND UNTIL IT IS EXCHANGED IN WHOLE OR IN PART FOR SECURITIES IN CERTIFICATED FORM, THIS SECURITY MAY NOT BE TRANSFERRED EXCEPT AS A WHOLE BY THE DEPOSITORY TRUST COMPANY, A NEW YORK CORPORATION ("DTC"), TO A NOMINEE OF DTC OR BY DTC OR ANY SUCH NOMINEE TO A SUCCESSOR DEPOSITORY OR A NOMINEE OF SUCH SUCCESSOR DEPOSITORY. UNLESS THIS SECURITY IS PRESENTED BY AN AUTHORIZED REPRESENTATIVE OF DTC TO MERRILL LYNCH & CO., INC. OR ITS AGENT FOR REGISTRATION OF TRANSFER, EXCHANGE OR PAYMENT, AND ANY SECURITY ISSUED IS REGISTERED IN THE NAME OF CEDE & CO. OR IN SUCH OTHER NAME AS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF DTC (AND ANY PAYMENT IS MADE TO CEDE & CO. OR TO SUCH OTHER ENTITY AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF DTC), ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL INASMUCH AS THE REGISTERED OWNER HEREOF, CEDE & CO., HAS AN INTEREST HEREIN.

No. R-  
CUSIP 590188 686

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MERRILL LYNCH & CO., INC.  
S&P 500 Inflation Adjusted Market Index Target-Term Securities(SM)  
due August \_\_, 2007

Merrill Lynch & Co., Inc., a Delaware corporation (hereinafter referred to as the "Company", which term includes any successor corporation under the Indenture herein referred to), for value received, hereby promises to pay to CEDE & CO., or registered assigns, the Adjusted Principal Amount plus the Supplemental Redemption Amount, each as defined below, on August \_\_, 2007 (the "Stated Maturity").

Payment of the Adjusted Principal Amount and the Supplemental Redemption Amount and any interest on any overdue amount thereof with respect to this Security shall be made at the office or agency of the Company maintained for that purpose in the Borough of Manhattan, The City of New York, in such coin or currency of the United States of America as at the time of payment is legal tender for payment of public and private debts.

This Security is one of the series of S&P 500 Inflation Adjusted Market Index Target-Term SecuritiesSM due August \_\_, 2007 (the "Securities").

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SM "Market Index Target-Term Securities" is a service mark owned by Merrill Lynch & Co., Inc.