

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): April 13, 1999

Merrill Lynch & Co., Inc.

(Exact Name of Registrant as Specified in its 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 is the Preliminary Unaudited Earnings Summary, as contained in a press release dated April 13, 1999, for Merrill Lynch & Co., Inc. ("Merrill Lynch") for the three-month period ended March 26, 1999. The results of operations set forth therein for such period 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 period presented, have been included. The nature of Merrill Lynch's business is such that the results for any interim period are not necessarily indicative of the results for a full year.

Preferred stockholders' equity, common stockholders' equity, long-term borrowings, preferred securities issued by subsidiaries, and book value per common share as of March 26, 1999 were approximately \$425 million, \$10.3 billion, \$59.9 billion, \$2.6 billion, and \$28.05, respectively.

On April 13, 1999, Merrill Lynch & Co., Inc. reported record quarterly net earnings of \$609 million, up 18% and 70% from the \$514 million and \$359 million reported in the 1998 first and fourth quarters, respectively. These results also surpassed the previous quarterly record of \$549 million set in the 1998 second quarter.

Earnings per common share were \$1.65 basic and \$1.44 diluted, compared with \$1.44 basic and \$1.26 diluted in the 1998 first quarter and \$0.97 basic and \$0.86 diluted in the 1998 fourth quarter.

Annualized return on average common equity was approximately 24.6%, compared with 24.0% in the year ago quarter and 14.8% in the 1998 fourth quarter.

On a cash basis, which excludes goodwill amortization, diluted earnings per common share were \$1.58. Return on average common equity on this basis was 25.8%.

Net revenues were a record \$5.3 billion, up 11% from the 1998 first quarter as commissions, principal transactions, asset management and portfolio service fees, and net interest all reached quarterly highs.

Commissions revenues were a record \$1.6 billion, up 7% from the 1998 first quarter, benefiting from increases in global listed and over-the-counter securities transactions.

Principal transactions revenues rose 23% from the 1998 first quarter and over \$1.2 billion from the weak 1998 fourth quarter to a record \$1.4 billion as both

debt and equity trading revenues set records in the quarter. Debt trading revenues benefited from improved results in both liquidity and credit products and were up across the board from the 1998 fourth quarter as credit spreads tightened, emerging markets stabilized, and general market conditions improved. Equities and equity derivatives trading revenues rose sharply from both the 1998 first and fourth quarters, primarily due to growth in global equity

2

derivatives and consistent strength in secondary trading, particularly in the U.S. and Europe. Non-U.S. debt and equity trading revenues represented 69% of total principal transactions revenues.

Merrill Lynch remained the leading underwriter of total debt and equity securities with U.S. and global market shares of 16.0% and 11.7%, respectively, according to Securities Data Co. Industrywide equity issuance volume was down from the 1998 first quarter, which contributed to a 24% decline in investment banking revenues to \$633 million for the 1999 first quarter. Revenues from strategic service fees were down slightly from last year's first quarter.

Asset management and portfolio service fees reached a record \$1.1 billion, up 8% from the 1998 first quarter, due in part to significant growth in fee-based products, including Merrill Lynch Consults (Registered Trademark) and Financial Advantage (Service Mark). Assets under management rose 5% from the 1998 first quarter to a record \$515 billion because of higher asset values and net cash inflows.

Other revenues increased 66% to \$132 million due in part to higher net realized investment gains and income from partnership investments.

Net interest profit was \$380 million, up 102% from the 1998 first quarter, primarily due to changes in asset composition and a reduction in funding costs.

In terms of its cost base, Merrill Lynch has achieved its objectives in repositioning resources consistent with market opportunities and strategic investment for future growth. Non-interest expenses were up 10% from the 1998 first quarter to \$4.3 billion, as higher compensation and benefits expense and increases in technology costs more than offset cost savings in professional fees and advertising and market development. Non-interest expenses were up only 7% excluding the impact of Merrill Lynch Japan Securities ("MLJS").

Compensation and benefits, the largest expense category, was up 11% from the 1998 first quarter to \$2.8 billion, due to higher incentive and production-related compensation and increased headcount. However, non-producer salary expense was down slightly from the 1998 fourth quarter. Compensation and benefits as a percentage of net revenues was 52.4% for the 1999 first quarter, compared with 52.5% in the 1998 first quarter. The percentage of non-interest expenses, excluding compensation and benefits costs and goodwill amortization, to net revenues was 27.6% in the 1999 first quarter, the lowest in ten quarters.

Communications and technology expense was \$480 million, up 22% from the 1998 first quarter because of increased systems consulting costs related in part to the Year 2000 initiative and higher technology-related depreciation.

3

Occupancy and related depreciation advanced 13% to \$227 million due to continued global expansion. MLJS accounted for a significant portion of the increase.

Advertising and market development expense was down 14% to \$152 million as a result of reductions in travel and entertainment and sales promotion costs.

Brokerage, clearing and exchange fees were \$154 million, virtually unchanged from a year ago. Professional fees decreased 23% to \$117 million, primarily due to reduced legal and consulting costs.

Goodwill amortization was \$57 million. Other expenses increased 22% to \$321 million due in part to higher loss provisions related to various business matters.

The effective tax rate was 34.0% in the 1999 first quarter, in line with the full-year 1998 rate.

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

(c) Exhibits

(99) Additional Exhibits

(i) Preliminary Unaudited Earnings Summary for the three-month period ended March 26, 1999.

4

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: April 13, 1999

5

EXHIBIT INDEX

Exhibit No. -----	Description -----	Page -----
(99)	Additional Exhibits	
(i)	Preliminary Unaudited Earnings Summary for the three-month period ended March 26, 1999.	7

6

<TABLE>
<CAPTION>

Exhibit

99 (i)

MERRILL LYNCH & CO., INC.
PRELIMINARY UNAUDITED EARNINGS SUMMARY

	For the Three Months Ended			Percent Inc / (Dec) (1)	
	March 26, 1999	December 25, 1998	March 27, 1998	1Q99 vs. 4Q98	1Q99 vs. 1Q98
--- (in millions, except per share amounts)					
	<C>	<C>	<C>	<C>	<C>
REVENUES					
Commissions	\$ 1,567	\$ 1,424	\$ 1,463	10.0 %	7.1 %
Interest and dividends	3,965	4,411	4,814	(10.1)	(17.6)
Principal transactions	1,444	211	1,171	583.6	23.3
Investment banking	633	824	831	(23.3)	(23.9)
Asset management and portfolio service fees	1,110	1,046	1,029	6.1	7.8
Other	132	256	80	(48.2)	65.9
TOTAL REVENUES	8,851	8,172	9,388	8.3	(5.7)
Interest expense	3,585	4,091	4,626	(12.4)	(22.5)
NET REVENUES	5,266	4,081	4,762	29.0	10.6
NON-INTEREST EXPENSES					
Compensation and benefits	2,762	2,218	2,499	24.5	10.5
Communications and technology	480	438	392	9.5	22.5
Occupancy and related depreciation	227	222	201	2.1	12.5
Advertising and market development	152	107	177	42.2	(14.0)
Brokerage, clearing, and exchange fees	154	174	156	(11.6)	(1.2)
Professional fees	117	93	152	26.8	(22.7)
Goodwill amortization	57	61	55	(6.2)	2.9
Other	321	249	263	29.0	22.3
TOTAL NON-INTEREST EXPENSES	4,270	3,562	3,895	19.9	9.6
EARNINGS BEFORE INCOME TAXES AND DIVIDENDS					
ON PREFERRED SECURITIES ISSUED BY SUBSIDIARIES	996	519	867	91.9	14.8
Income tax expense	338	119	330	185.5	2.5
Dividends on preferred securities issued by subsidiaries	49	41	23	17.4	110.1
NET EARNINGS	\$ 609	\$ 359	\$ 514	69.7	18.4
Preferred stock dividends	\$ 10	\$ 10	\$ 10	-	-
NET EARNINGS APPLICABLE TO COMMON STOCKHOLDERS	\$ 599	\$ 349	\$ 504	71.6	18.8
EARNINGS PER COMMON SHARE					
Basic	\$1.65	\$0.97	\$1.44	70.1	14.6
Diluted	1.44	0.86	1.26	67.4	14.3
AVERAGE SHARES					
Basic	364.0	359.9	349.5	1.2	4.2
Diluted	415.7	404.9	400.2	2.7	3.9

</TABLE>

(1) Percentages are based on actual numbers before rounding.