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): January 21, 2004

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.)

4 World Financial Center, New York, New York	10080
(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 7. Financial Statements, Pro Forma Financial Information and Exhibits

(c) Exhibits

99.1 Press release dated January 21, 2004 issued by Merrill Lynch & Co., Inc.

99.2 Preliminary Unaudited Earnings Summary for the three months and year ended December 26, 2003 and supplemental quarterly data.

Item 12. Results of Operations and Financial Condition

On January 21, 2004, Merrill Lynch & Co., Inc. (Merrill Lynch) announced its results of operations for the three months and year ended December 26, 2003. A copy of the related press release is filed as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference. A Preliminary Unaudited Earnings Summary for the three months and year ended December 26, 2003 and supplemental quarterly data for Merrill Lynch are filed as Exhibit 99.2 to this Form 8-K and are incorporated herein by reference.

This information furnished under this Item 12, including Exhibits 99.1 and 99.2, shall be considered "filed" for purposes of the Securities Exchange Act of 1934, as amended.

SIGNATURES

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/ Ahmass L. Fakahany

Ahmass L. Fakahany
Executive Vice President and
Chief Financial Officer

By: /s/ John J. Fosina

John J. Fosina
Controller
Principal Accounting Officer

Date: January 21, 2004

EXHIBIT INDEX

Exhibit 99.1

Merrill Lynch Reports Record Quarterly and Full Year Net Earnings; 2003 Earnings of $4.0 Billion, $4.05 Per Diluted Share; Fourth Quarter Earnings of $1.2 Billion, $1.23 Per Share

NEW YORK--(BUSINESS WIRE)--Jan. 21, 2004-- Merrill Lynch (NYSE: MER) today reported net earnings of $4.0 billion for 2003, the firm's highest-ever annual net earnings, up 59% from $2.5 billion in 2002. 2003 earnings per diluted share were $4.05, compared with $2.63 for the prior year. Net revenues were $20.2 billion, up 8% from 2002. The 2003 pre-tax profit margin rose to 28.0%, the highest full year margin the firm has ever reported and almost eight percentage points higher than the 20.2% reported for 2002. The full year return on average common equity was 16.1%, up from 11.7% in 2002. Fourth quarter 2003 net earnings of $1.2 billion reflected a pre-tax margin of 33.6% and yielded an annualized return on average common equity of 18.7%.

Full year results for 2003 include after-tax net benefits of $94 million, or $0.10 per diluted share, associated with September 11-related net recoveries and net restructuring and other charges. Full year results for 2002 included after-tax net expenses of $39 million, or $0.04 per diluted share, associated with research and other settlement-related expenses, September 11-related net recoveries and restructuring-related net benefits.

"By almost any measure, this was an extremely important year for Merrill Lynch," said Stan O'Neal, the company's chairman and chief executive officer. "Our best-ever earnings performance demonstrated we have a real ability to perform for the benefit of our shareholders. Our emphasis on diversifying revenues and improving operating discipline across all business lines has proven to be right on target. We also grew revenues meaningfully this year, and we are confident that we are realizing the enormous potential of this company.

"Our portfolio of businesses is now well positioned to serve clients and deliver growth globally. Our progress reflects the collective efforts of employees in every region in which we operate, who have embraced a commitment to the disciplined management and execution critical to successful growth. We have proven Merrill Lynch can be very profitable in a difficult market environment, and we are confident we can continue to manage the company for growth - always with an eye on profitability - in 2004."

Net earnings for the 2003 fourth quarter were $1.2 billion, 131% higher than the fourth quarter of 2002, as net revenues increased 17%, to $4.9 billion. Fourth quarter earnings per diluted share were $1.23. The fourth quarter 2003 pre-tax margin of 33.6% was nearly double the 17.6% achieved in the year-ago period. Both the net earnings and pre-tax margin are the highest Merrill Lynch has ever reported for a single quarter.

Fourth quarter 2003 results included $45 million, or $0.05 per diluted share, of after-tax net benefits associated with September 11-related net recoveries and net restructuring and other charges. Fourth quarter 2002 results included $76 million, or $0.08 per diluted share, of after-tax net charges associated with research and other settlement-related expenses, restructuring-related net benefits, and September 11-related net recoveries.

Business Segment Review:

September 11-Related and Other Items

The September 11-related net recovery in the fourth quarter of 2003 included a final pre-tax insurance recovery of $85 million, offset by September 11-related costs of $20 million. The insurance recovery represented a partial business interruption settlement for GMI and GPC and was recorded as a reduction of expenses in those segments. The costs were booked in GPC and the Corporate segment. Merrill Lynch has now concluded its insurance recovery efforts. Net Restructuring and other charges of $20 million were also recorded in the fourth quarter, which were distributed across all three business segments.

These items, as well as similar items in the 2002 periods, are included in the following discussion of the business segment results. For further details on these items and their impact on the business segments, please see Attachment III to this press release.

Global Markets and Investment Banking (GMI)

Throughout 2003, GMI demonstrated the benefits of its diverse global sources of revenue and strong client relationships. Both the

Global Markets and Investment Banking businesses contributed to the segment's full-year pre-tax earnings increase. GMI's investments for growth and built-in operating leverage were particularly evident in the debt markets product area, which posted record revenues and profits for the second straight year.

-- For the full year 2003, GMI's pre-tax earnings increased 65%, to $3.9 billion, on net revenues of $10.1 billion. The full-year pre-tax profit margin was a record 39.0%, almost 11 percentage points higher than the 2002 pre-tax margin. The margin improvement was driven primarily by a 20% increase in net revenues and continued expense discipline. Total non-interest expenses in 2003 were up only 2% from 2002.

-- GMI's fourth quarter pre-tax earnings were $1.0 billion, up 80% from the year-ago quarter, on net revenues that increased 24%, to $2.2 billion. The fourth quarter pre-tax margin was 44.6%, almost 14 percentage points higher than the year-ago quarter.

Global Markets net revenues increased from the prior-year quarter, driven by debt markets as principal investments and secured financing, certain credit products, and foreign exchange experienced strong growth. Net revenues for Global Markets declined from the third quarter of 2003, due primarily to lower equity markets net revenues. Debt markets net revenues were somewhat lower than the third quarter due to a decline in the global rates and credit businesses, partly offset by improvement in principal investments and secured financing.

Investment Banking net revenues rose strongly from both the year-ago and third quarters. Compared with the fourth quarter of 2002, increased debt and equity origination revenues more than offset a slight decline in advisory revenues. Debt origination and advisory revenues contributed to the sequential-quarter increase in investment banking net revenues.

Global Private Client (GPC)

GPC's performance in 2003 was driven by Merrill Lynch's broad range of advisory services and products for clients. Diverse sources of revenue, combined with operating discipline, provided overall earnings consistency and growth.

-- 2003 pre-tax earnings for GPC were $1.6 billion, up 22% from 2002, on net revenues of $8.9 billion. Non-interest expenses declined 3% from a year ago, driving a three percentage point improvement in the pre-tax margin, which was 17.8% for the full year. This was GPC's highest-ever full-year pre-tax profit margin since the Firm began reporting GPC as a separate segment. Importantly, GPC's non-U.S. businesses recorded pre-tax margins similar to those of the U.S. business.

-- GPC's fourth quarter pre-tax earnings of $512 million were up 40% from the year-ago quarter, as net revenues increased 9%, to $2.3 billion. The revenue increase was broad-based across most products. The fourth quarter pre-tax margin was 22.0% and was the highest-ever since GPC has been reported as a separate segment, up almost five percentage points from the prior-year quarter.

-- Asset-priced account revenues increased for the second consecutive quarter. Total assets in GPC accounts increased 14% from the year-ago quarter, to $1.3 trillion, of which 17.9% were in asset-priced accounts. Net inflows into annuitized products continued at a strong pace at $10 billion during the quarter, contributing to total net inflows into annuitized products of $28 billion for the year.

-- GPC continues to recruit top quality Financial Advisors and trainees and added 145 Financial Advisors during the quarter, bringing the global total to 13,500.

Merrill Lynch Investment Managers (MLIM)

MLIM is leveraging its strong investment performance to grow distribution while maintaining an efficient operating platform. MLIM posted its second consecutive quarter of revenue and earnings growth in the fourth quarter of 2003, finishing the year with positive momentum despite a decline in annual revenues and pre-tax earnings.

-- MLIM's 2003 pre-tax earnings were $284 million, down 11% from 2002, on net revenues that declined 10%, to $1.4 billion. A 9%

reduction in non-interest expenses from 2002 levels resulted in a full-year pre-tax profit margin that was essentially unchanged from 2002, at 20.3%, despite the decline in net revenues.

-- For the fourth quarter of 2003, MLIM's pre-tax earnings were $98 million, more than double those of the year-ago quarter and up 31% from the 2003 third quarter. Net revenues increased 15% from the year-ago quarter, to $386 million, and were 11% higher sequentially, as asset values increased amidst improving equity markets. MLIM's operating discipline held non-interest expenses at the prior-year quarter level. The fourth quarter pre-tax margin increased by over 11 percentage points from the 2002 quarter, to 25.4%, which is nearly four percentage points higher than the 2003 third quarter.

-- MLIM's relative investment performance continues to be strong, with more than 70% of global assets under management ahead of their respective benchmarks or medians for the one-, three- and five-year periods ended in November.

-- Market appreciation and positive currency movements resulted in a net increase in MLIM assets under management from the year-ago quarter of $38 billion, or 8%, to $500 billion. Strong inflows in European retail and Japan offset outflows for the European institutional business during the fourth quarter.

Fourth Quarter Income Statement Review:

Revenues

Net revenues were $4.9 billion, 17% higher than the 2002 fourth quarter.

Asset management and portfolio service fees were $1.2 billion, up 11% from the fourth quarter of 2002. This increase includes higher portfolio servicing fees, a large portion of which are calculated on beginning-of-period asset values as well as increased investment management fees.

Commission revenues were $1.2 billion, up 8% from the fourth quarter of 2002, due primarily to increased mutual fund commissions.

Principal transactions revenues increased 9% from the 2002 fourth quarter, to $380 million, due to increased debt and equity markets trading revenues. Principal transactions and net interest revenues in GMI are closely related and need to be analyzed in aggregate to understand the changes in net trading revenues.

Net interest profit was $1.1 billion, up 9% from the 2002 fourth quarter, due to a more favorable yield curve environment.

Investment banking revenues were $759 million, 32% higher than the 2002 fourth quarter. These revenues included underwriting revenues of $599 million which increased 45% from the 2002 fourth quarter, driven by increased debt and equity underwriting revenues.

Other revenues were $335 million, up $187 million from the 2002 fourth quarter due principally to increased revenue from investments, including the consolidation of private equity investments.

Expenses

Compensation and benefits expenses were $2.0 billion, essentially unchanged from the year-ago period. Compensation and benefits expenses were 40.7% of net revenues for the fourth quarter of 2003, compared to 46.9% in the year-ago quarter. The full-year ratio declined to 47.5% from 50.6% in 2002, due primarily to lower staffing levels and changes in the composition of net revenues.

Excluding the impact of the net recoveries related to September 11, net restructuring and other charges and the 2002 research and other settlement-related expenses, non-compensation expenses remained essentially unchanged from the 2002 fourth quarter at $1.3 billion.

Details of the significant changes in non-compensation expenses from the 2002 fourth quarter are as follows:

-- communications and technology costs were $345 million, down 21%, due primarily to reduced technology equipment depreciation and rental costs as well as lower communications costs;

-- office supplies and postage decreased 31%, to $43 million, due to efficiency initiatives; and

-- other expenses were $247 million, up $83 million due primarily to increased expenses from the consolidation of private equity investments, and higher litigation provisions.

The net recoveries related to September 11 in the current quarter include a partial pre-tax net insurance recovery of $85 million, offset by September 11-related costs of $20 million. In the fourth quarter of 2003, net restructuring and other charges of $20 million reflected $56 million of 2003 real estate and technology charges, which were partially offset by a credit of $36 million related to the reversal of 2001 restructuring reserves, primarily related to Japan.

Merrill Lynch's year-to-date effective tax rate was 26.0%.

Staffing

Merrill Lynch's full-time employees totaled 48,100 at the end of the fourth quarter of 2003, an increase of 300 during the quarter.

Ahmass Fakahany, executive vice president and chief financial officer, will host a conference call today at 10:00 a.m. EST to discuss the company's fourth quarter and full year 2003 results. The conference call can be accessed via a live audio webcast available through the Investor Relations website at www.ir.ml.com or by dialing (888) 810-0245 (U.S. callers) or (706) 634-0180 (non-U.S. callers). On-demand replay of the webcast will be available from approximately 1:00 p.m. EST today at the same web address.

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.

Merrill Lynch may make or publish forward-looking 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. A variety of factors, many of which are beyond Merrill Lynch's control, affect the operations, performance, business strategy and results of Merrill Lynch and could cause actual results and experiences to differ materially from the expectations and objectives expressed in these statements. These factors include, but are not limited to, financial market volatility, actions and initiatives by current and potential competitors, the effect of current and future legislation or regulation, and certain other additional factors described in Merrill Lynch's 2002 Annual Report on Form 10-K and subsequent reports on Form 10-Q and Form 8-K, which are available on the Merrill Lynch Investor Relations website at www.ir.ml.com and at the SEC's website, www.sec.gov.

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 such statements to reflect the impact of circumstances or events that arise after the date these statements were made. Readers should, however, consult any further disclosures Merrill Lynch may make in its reports filed with the SEC.

CONTACT: Merrill Lynch
Media Relations:
Timothy Cobb, 212-449-9205
timothy_cobb@ml.com
or
Investor Relations:
Tina Madon, 866-607-1234
investor_relations@ml.com

Exhibit 99.2

Merrill Lynch & Co., Inc. Attachment I

Preliminary Unaudited Earnings Summary

(in millions, except per share amounts)	For the Three Months Ended Dec. 26, 2003	Sept. 26, 2003	Dec. 27, 2002	Percent Inc/(Dec) 4Q03 vs. 3Q03	4Q03 vs. 4Q02
Net Revenues					
Asset management and portfolio service fees	$1,231	$1,184	$1,106	4.0 %	11.3 %
Commissions	1,163	1,120	1,078	3.8	7.9
Principal transactions	380	704	349	(46.0)	8.9
Investment banking	759	678	577	11.9	31.5
Other	335	300	148	11.7	126.4
Subtotal	3,868	3,986	3,258	(3.0)	18.7
Interest and dividend revenues	2,805	2,871	3,240	(2.3)	(13.4)
Less interest expense	1,750	1,794	2,274	(2.5)	(23.0)
Net interest profit	1,055	1,077	966	(2.0)	9.2
Total Net Revenues	4,923	5,063	4,224	(2.8)	16.5
Non-Interest Expenses					
Compensation and benefits	2,003	2,393	1,983	(16.3)	1.0
Communications and technology	345	352	434	(2.0)	(20.5)
Occupancy and related depreciation	226	226	225	0.0	0.4
Brokerage, clearing, and exchange fees	195	188	175	3.7	11.4
Advertising and market development	106	89	114	19.1	(7.0)
Professional fees	151	146	155	3.4	(2.6)
Office supplies and postage	43	46	62	(6.5)	(30.6)
Other	247	135	164	83.0	50.6
Net recoveries related to September 11	(65)	(21)	(21)	209.5	209.5
Net restructuring and other charges	20	-	10	N/M	100.0
Research and other settlement - related expenses	-	-	180	N/M	(100.0)
Total Non-Interest Expenses	3,271	3,554	3,481	(8.0)	(6.0)
Earnings Before Income Taxes and Dividends on Preferred Securities Issued by Subsidiaries	1,652	1,509	743	9.5	122.3
Income tax expense	361	422	157	(14.5)	129.9
Dividends on preferred securities issued by subsidiaries	48	48	47	0.0	2.1
Net Earnings	$1,243	$1,039	$539	19.6	130.6
Preferred Stock Dividends	$10	$9	$9	-	-
Earnings Per Common Share					
Basic	$1.35	$1.14	$0.61	18.4	121.3
Diluted	$1.23	$1.04	$0.56	18.3	119.6

Average Shares Used in Computing Earnings Per

Common Share					
Basic	913.3	904.8	868.2	0.9	5.2
Diluted	1,006.5	991.1	942.9	1.6	6.7
Annualized Return on Average Common Equity	18.7%	16.5%	9.5%		

Note: Certain prior period amounts have been reclassified to conform to the current period presentation.

Preliminary Unaudited Earnings Summary

(in millions, except per share amounts)	For the Year Ended December 26, 2003	December 27, 2002	Percent Inc / (Dec)
Net Revenues			
Asset management and portfolio service fees	$4,696	$4,914	(4.4)%
Commissions	4,396	4,657	(5.6)
Principal transactions	3,236	2,331	38.8
Investment banking	2,628	2,413	8.9
Other	1,111	751	47.9
Subtotal	16,067	15,066	6.6
Interest and dividend revenues	11,678	13,206	(11.6)
Less interest expense	7,591	9,645	(21.3)
Net interest profit	4,087	3,561	14.8
Total Net Revenues	20,154	18,627	8.2
Non-Interest Expenses			
Compensation and benefits	9,570	9,426	1.5
Communications and technology	1,457	1,741	(16.3)
Occupancy and related depreciation	889	909	(2.2)
Brokerage, clearing, and exchange fees	722	727	(0.7)
Advertising and market development	429	540	(20.6)
Professional fees	581	552	5.3
Office supplies and postage	197	258	(23.6)
Other	787	630	24.9
Net recoveries related to September 11	(147)	(212)	(30.7)
Net restructuring and other charges	20	8	150.0
Research and other settlement - related expenses	-	291	(100.0)
Total Non-Interest Expenses	14,505	14,870	(2.5)
Earnings Before Income Taxes and Dividends on Preferred Securities Issued by Subsidiaries	5,649	3,757	50.4
Income tax expense	1,470	1,053	39.6
Dividends on preferred securities issued by subsidiaries	191	191	-
Net Earnings	$3,988	$2,513	58.7
Preferred Stock Dividends	$38	$38	-
Earnings Per Common Share			
Basic	$4.39	$2.87	53.0

Diluted	$4.05	$2.63	54.0
Average Shares Used in Computing Earnings Per Common Share			
Basic	900.7	862.3	4.5
Diluted	975.5	942.2	3.5
Annualized Return on Average Common Equity	16.1%	11.7%	

Note: Certain prior period amounts have been reclassified to conform to the current period presentation.

Preliminary Segment Data (unaudited)

(dollars in millions)	For the Three Months Ended December 26, 2003	September 26, 2003	December 27, 2002	For the Year Ended December 26, 2003	December 27, 2002
Global Markets & Investment Banking					
Non-interest revenues	$1,525	$1,694	$1,142	$7,223	$6,167
Net interest profit	723	793	670	2,853	2,261
Total net revenues	2,248	2,487	1,812	10,076	8,428
Pre-tax earnings	1,002(a)	1,023(a)	558(a)	3,934(a)	2,389(a)
Pre-tax profit margin	44.6%(a)	41.1%(a)	30.8%(a)	39.0%(a)	28.3%(a)
Global Private Client					
Non-interest revenues	$1,975	$1,957	$1,809	$7,505	$7,447
Net interest profit	350	351	319	1,358	1,333
Total net revenues	2,325	2,308	2,128	8,863	8,780
Pre-tax earnings	512(b)	467	365(b)	1,582(b)	1,297(b)
Pre-tax profit margin	22.0%(b)	20.2%	17.2%(b)	17.8%(b)	14.8%(b)
Merrill Lynch Investment Managers					
Non-interest revenues	$380	$342	$326	$1,377	$1,526
Net interest profit	6	6	11	24	24
Total net revenues	386	348	337	1,401	1,550
Pre-tax earnings	98(c)	75	48(c)	284(c)	318(c)
Pre-tax profit margin	25.4%(c)	21.6%	14.2%(c)	20.3%(c)	20.5%(c)
Corporate					
Non-interest revenues	$(12)	$(7)	$(19)	$(38)	$(74)
Net interest profit	(24)	(73)	(34)	(148)	(57)
Total net revenues	(36)	(80)	(53)	(186)	(131)
Pre-tax earnings (loss)	40	(56)	(228)	(151)	(247)

Total

Non-interest revenues	$3,868	$3,986	$3,258	$16,067	$15,066
Net interest profit	1,055	1,077	966	4,087	3,561
Total net revenues	4,923	5,063	4,224	20,154	18,627
Pre-tax earnings	1,652(d)	1,509(d)	743(d)	5,649(d)	3,757(d)
Pre-tax profit margin	33.6%(d)	29.8%(d)	17.6%(d)	28.0%(d)	20.2%(d)

Note: Certain prior period amounts have been restated to conform to the current period presentation.

(a) Includes the impact of insurance recoveries related to September 11, which have been recorded as a contra-expense, of $55 million, $25 million and $40 million for the three months ended December 26, 2003, September 26, 2003, and December 27, 2002, respectively, and $155 million and $90 million for the years ended December 26, 2003 and December 27, 2002, respectively. Also includes net restructuring and other charges of $18 million and $51 million for the three month and full-year periods ended December 26, 2003 and December 27, 2002, respectively. Excluding these items, GMI's pre-tax earnings were $965 million ($1,002 million minus $37 million), $998 million ($1,023 million minus $25 million), and $569 million ($558 million plus $11 million) for the three months ended December 26, 2003, September 26, 2003 and December 27, 2002, respectively, and $3,797 million ($3,934 million minus $137 million) and $2,350 million ($2,389 million minus $39 million) for the years ended December 26, 2003 and December 27, 2002, respectively. Excluding these items, GMI's pre-tax profit margin was 42.9% ($965 million/$2,248 million), 40.1% ($998 million/$2,487 million), and 31.4% ($569 million/$1,812 million) for the three months ended December 26, 2003, September 26, 2003 and December 27, 2002, respectively, and 37.7% ($3,797 million/$10,076 million) and 27.9%($2,350 million/$8,428 million) for the years ended December 26, 2003 and December 27, 2002, respectively.

(b) Includes the impact of net insurance recoveries related to September 11, which have been recorded as a contra-expense, of $15 million for the three months ended December 26, 2003, and $15 million and $25 million for the years ended December 26, 2003 and December 27, 2002, respectively. Also includes restructuring and other charges/(credits) of $(2) million and $(64) million for the three months ended December 26, 2003 and December 27, 2002, respectively, and $(2) million and $(66) million for the years ended December 26, 2003 and December 27, 2002, respectively. Excluding these items, GPC's pre-tax earnings were $495 million ($512 million minus $17 million) and $301 million ($365 million minus $64 million) for the three months ended December 26, 2003 and December 27, 2002, respectively, and $1,565 million ($1,582 million minus $17 million) and $1,206 million ($1,297 minus $91 million) for the years ended December 26, 2003 and December 27, 2002, respectively. Excluding these items, GPC's pre-tax profit margin was 21.3% ($495 million/$2,325 million) and 14.1% ($301 million/$2,128 million) for the three months ended December 26, 2003 and December 27, 2002, respectively, and 17.7% ($1,565 million/$8,863 million) and 13.7% ($1,206 million/$8,780 million) for the years ended December 26, 2003 and December 27, 2002, respectively.

(c) Includes the impact of net restructuring and other charges of $4 million and $23 million for the three month and full-year periods ended December 26, 2003 and December 27, 2002, respectively. Excluding these items, MLIM's pre-tax earnings were $102 million ($98 million plus $4 million) and $71 million ($48 million plus $23 million) for the three months ended December 26, 2003 and December 27, 2002, respectively, and $288 million ($284 million plus $4 million) and $341 million ($318 million plus $23 million) for the years ended December 26, 2003 and December 27, 2002, respectively. Excluding these items, MLIM's pre-tax profit margin was 26.4% ($102 million/$386 million) and 21.1% ($71 million/$337 million) for the three months ended December 26, 2003 and December 27, 2002, respectively, and 20.6%($288 million/$1,401 million) and 22.0% ($341 million/ $1,550 million) for the years ended December 26, 2003 and December 27, 2002.

(d) Excluding the impact of September 11, restructuring, and research-related items, total pre-tax earnings were $1,607 million ($1,652 million minus $45 million), $1,488 million ($1,509 million minus $21 million), and $912 million ($743 million plus $169 million) for the three months ended December 26, 2003, September

26, 2003, and December 27, 2002, respectively, and $5,522 million ($5,649 million minus $127 million) and $3,844 million ($3,757 million plus $87 million) for the years ended December 26, 2003 and December 27, 2002, respectively. Excluding these items, total pre-tax profit margins were 32.6% ($1,607 million/$4,923 million), 29.4% ($1,488 million/$5,063 million), and 21.6% ($912 million/$4,224 million) for the three months ended December 26, 2003, September 26, 2003 and December 27, 2002, respectively, and 27.4% ($5,522 million/$20,154 million) and 20.6% ($3,844 million/$18,627 million) for the years ended December 26, 2003 and December 27, 2002, respectively.

Consolidated Quarterly Earnings (unaudited) (in millions)

	4Q02	1Q03	2Q03	3Q03	4Q03
Net Revenues					
Asset management and portfolio service fees					
Asset management fees	$386	$385	$394	$401	$429
Portfolio service fees	480	476	469	511	534
Account fees	122	135	136	128	128
Other fees	118	131	155	144	140
Total	1,106	1,127	1,154	1,184	1,231
Commissions					
Listed and over-the-counter securities	623	618	617	634	626
Mutual funds	274	266	234	291	314
Other	181	185	193	195	223
Total	1,078	1,069	1,044	1,120	1,163
Principal transactions	349	1,025	1,127	704	380
Investment banking					
Underwriting	414	368	565	545	599
Strategic advisory	163	125	133	133	160
Total	577	493	698	678	759
Other	148	205	271	300	335
Subtotal	3,258	3,919	4,294	3,986	3,868
Interest and dividend revenues	3,240	3,004	2,998	2,871	2,805
Less interest expense	2,274	2,071	1,976	1,794	1,750
Net interest profit	966	933	1,022	1,077	1,055
Total Net Revenues	4,224	4,852	5,316	5,063	4,923
Non-Interest Expenses					
Compensation and benefits	1,983	2,496	2,678	2,393	2,003
Communications and technology	434	403	357	352	345
Occupancy and related depreciation	225	216	221	226	226
Brokerage, clearing, and exchange fees	175	170	169	188	195
Advertising and market development	114	121	113	89	106
Professional fees	155	144	140	146	151
Office supplies and postage	62	58	50	46	43
Other	164	222	183	135	247
Net recoveries related to September 11	(21)	-	(61)	(21)	(65)
Net restructuring and other charges	10	-	-	-	20
Research and other settlement-related expenses	180	-	-	-	-
Total Non-Interest Expenses	3,481	3,830	3,850	3,554	3,271
Earnings Before Income Taxes and Dividends on Preferred Securities Issued by Subsidiaries	743	1,022	1,466	1,509	1,652
Income tax expense	157	289	398	422	361

Dividends on preferred securities issued by subsidiaries	47	48	47	48	48
Net Earnings	$539	$685	$1,021	$1,039	$1,243

Per Common Share Data

	4Q02	1Q03	2Q03	3Q03	4Q03
Earnings - Basic	$0.61	$0.76	$1.13	$1.14	$1.35
Earnings - Diluted	0.56	0.72	1.05	1.04	1.23
Dividends paid	0.16	0.16	0.16	0.16	0.16
Book value	25.69	24.97	26.04	27.21	28.66est.

Certain prior period amounts have been reclassified to conform to the current period presentation.

Percentage of Quarterly Net Revenues (unaudited)

	4Q02	1Q03	2Q03	3Q03	4Q03
Net Revenues					
Asset management and portfolio service fees					
Asset management fees	9.1%	7.9%	7.4%	7.9%	8.7%
Portfolio service fees	11.4%	9.8%	8.8%	10.1%	10.8%
Account fees	2.9%	2.8%	2.6%	2.5%	2.6%
Other fees	2.8%	2.7%	2.9%	2.9%	2.9%
Total	26.2%	23.2%	21.7%	23.4%	25.0%
Commissions					
Listed and over-the-counter securities	14.7%	12.7%	11.6%	12.5%	12.7%
Mutual funds	6.5%	5.5%	4.4%	5.7%	6.4%
Other	4.3%	3.8%	3.6%	3.9%	4.5%
Total	25.5%	22.0%	19.6%	22.1%	23.6%
Principal transactions	8.3%	21.1%	21.2%	13.9%	7.7%
Investment banking					
Underwriting	9.8%	7.6%	10.6%	10.8%	12.2%
Strategic advisory	3.9%	2.6%	2.5%	2.6%	3.3%
Total	13.7%	10.2%	13.1%	13.4%	15.5%
Other	3.4%	4.3%	5.2%	5.9%	6.8%
Subtotal	77.1%	80.8%	80.8%	78.7%	78.6%
Interest and dividend revenues	76.7%	62.0%	56.4%	56.7%	57.0%
Less interest expense	53.8%	42.8%	37.2%	35.4%	35.6%
Net interest profit	22.9%	19.2%	19.2%	21.3%	21.4%
Total Net Revenues	100.0%	100.0%	100.0%	100.0%	100.0%
Non-Interest Expenses					
Compensation and benefits	46.9%	51.4%	50.4%	47.3%	40.7%
Communications and technology	10.3%	8.3%	6.7%	7.0%	7.0%
Occupancy and related depreciation	5.3%	4.5%	4.2%	4.5%	4.6%
Brokerage, clearing, and exchange fees	4.1%	3.5%	3.2%	3.7%	4.0%
Advertising and market development	2.7%	2.5%	2.1%	1.8%	2.2%
Professional fees	3.7%	3.0%	2.6%	2.9%	3.1%
Office supplies and postage	1.5%	1.2%	0.9%	0.9%	0.9%
Other	3.9%	4.5%	3.4%	2.5%	4.8%
Net recoveries related to September 11	-0.5%	-	-1.1%	-0.4%	-1.3%
Net restructuring and other charges	0.2%	-	-	-	0.4%
Research and other settlement-related expenses	4.3%	-	-	-	-

Total Non-Interest Expenses	82.4%	78.9%	72.4%	70.2%	66.4%
Earnings Before Income Taxes and Dividends on Preferred Securities Issued by Subsidiaries	17.6%	21.1%	27.6%	29.8%	33.6%
Income tax expense	3.6%	6.0%	7.5%	8.4%	7.4%
Dividends on preferred securities issued by subsidiaries	1.2%	1.0%	0.9%	0.9%	1.0%
Net Earnings	12.8%	14.1%	19.2%	20.5%	25.2%

Common shares outstanding (in millions):

	4Q02	1Q03	2Q03	3Q03	4Q03
Weighted-average - basic	868.2	887.6	897.2	904.8	913.3
Weighted-average - diluted	942.9	939.2	965.3	991.1	1006.5
Period-end	873.8	929.8	935.2	942.6	949.9

Supplemental Data (unaudited) (dollars in billions)

	4Q02	1Q03	2Q03	3Q03	4Q03
Client Assets					
Private Client					
U.S.	$1,021	$1,009	$1,076	$1,093	$1,165
Non - U.S.	89	86	92	92	97
Total Private Client Assets	1,110	1,095	1,168	1,185	1,262
MLIM direct sales (1)	201	193	205	202	222
Total Client Assets	$1,311	$1,288	$1,373	$1,387	$1,484
Assets in Asset-Priced Accounts	$182	$181	$200	$206	$226
Assets Under Management	$462	$442	$471	$473	$500
Retail	189	187	195	194	207
Institutional	235	220	239	241	253
Private Investors	38	35	37	38	40
U.S.	313	303	320	327	337
Non-U.S.	149	139	151	146	163
Equity	191	183	209	202	225
Fixed Income	122	108	108	125	132
Money Market	149	151	154	146	143

Net New Money

	4Q02	1Q03	2Q03	3Q03	4Q03
Private Client Accounts					
U.S.	$11	$(4)	$(2)	$4	$5
Non-U.S.	-	(1)	1	1	1
Total	11	(5)	(1)	5	6
Assets Under Management	$5	$(11)	$4	$(4)	$-

Balance Sheet Information (estimated)

	4Q02	1Q03	2Q03	3Q03	4Q03
Commercial Paper and Other Short-term Borrowings	$5.4	$3.5	$5.5	$3.0	$5.4
Deposits	81.8	81.9	80.5	79.3	79.5

Long-term Borrowings	78.5	77.0	79.1	80.7	83.9
Preferred Securities Issued by Subsidiaries	2.7	2.7	2.7	2.7	2.7
Total Stockholders' Equity	22.9	23.6	24.8	26.1	27.6
Global Equity and Equity-Linked Underwriting(2)(3)					
Volume	$6	$4	$8	$8	$11
Market Share	10.3%	8.0%	7.8%	7.7%	8.3%
Ranking	2	5	6	6	5
Global Debt Underwriting(2)(3)					
Volume	$59	$95	$86	$88	$80
Market Share	6.5%	7.1%	6.4%	7.6%	7.3%
Ranking	6	3	5	4	3
Global Completed Mergers and Acquisitions(2)(3)					
Volume	$116	$39	$31	$59	$66
Market Share	29.4%	15.4%	10.0%	20.1%	22.8%
Ranking	5	3	8	4	3
Full-Time Employees(4)	50,900	49,500	48,200	47,800	48,100
Private Client Financial Advisors	14,000	13,600	13,300	13,400	13,500

(1) Reflects funds managed by MLIM not sold through Private Client channels.

(2) Certain prior period amounts have been restated to conform to the current period presentation.

(3) Full credit to book manager. Market shares derived from Thomson Financial Securities Data statistics.

(4) Excludes 200, 300, 500, 500 and 1,500 full-time employees on salary continuation severance at the end of 4Q03, 3Q03, 2Q03, 1Q03 and 4Q02, respectively.

For more information, please contact:

Investor Relations   Phone: 866-607-1234
Merrill Lynch & Co., Inc. Fax: 212-449-7461
investorrelations@ml.com
www.ir.ml.com

CONTACT: Merrill Lynch
Media Relations:
Timothy Cobb, 212-449-9205
timothy_cobb@ml.com
or
Investor Relations:
Tina Madon, 866-607-1234
investor_relations@ml.com