

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---|--|--|---|
| 1. Name and Address of Reporting Person * Edwards Jeffrey N (Last) (First) (Middle) MERRILL LYNCH & CO., INC., 4 WORLD FINANCIAL CENTER (Street) NEW YORK, NY 10080 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 03/31/2005 | 3. Issuer Name and Ticker or Trading Symbol MERRILL LYNCH & CO INC [MER] | | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Financial Officer | | 5. If Amendment, Date Original Filed (Month/Day/Year) |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 230,098 (1) | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Stock Option - Right to Acquire (2) | (3) | 01/25/2009 | Common Stock | 5,786 | \$ 36.1719 | D | |
| Stock Option - Right to Acquire (2) | (4) | 01/25/2009 | Common Stock | 22,416 | \$ 36.1719 | D | |
| Stock Option - Right to Acquire (2) | (5) | 01/27/2010 | Common Stock | 54,950 | \$ 43.7812 | D | |
| Stock Option - Right to Acquire (2) | (6) | 01/23/2011 | Common Stock | 57,245 | \$ 77.5625 | D | |
| Stock Option - Right to Acquire (2) | (7) | 01/28/2012 | Common Stock | 110,990 | \$ 53.745 | D | |
| Stock Option - Right to Acquire (2) | (8) | 01/27/2013 | Common Stock | 58,228 | \$ 36.065 | D | |
| Stock Option - Right to Acquire (2) | (9) | 01/26/2014 | Common Stock | 33,088 | \$ 59.85 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Edwards Jeffrey N MERRILL LYNCH & CO., INC. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080 | | | Chief Financial Officer | |

Signatures

| | |
|--|---------------------|
| Jeffrey N. Edwards (by Michael A. LaMaina, as agent) | 04/08/2005 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
This total includes 89,407 Restricted Shares granted under the Merrill Lynch & Co., Inc. Long-Term Incentive Compensation Plan and 67,411 Restricted Shares granted under the Merrill Lynch & Co., Inc. Employee Stock Compensation Plan. These shares are subject to vesting and restricted periods. Transactions under these plans are exempt under the provisions of Rule 16b-3.
- (1) These stock options were granted under the Merrill Lynch & Co., Inc. Long-Term Incentive Compensation Plan (the "Plan"). Transactions under this Plan are exempt under the provisions of Rule 16b-3.
- (2) All stock options became exercisable after 1/25/2004.
- (3) All stock options became exercisable on 1/25/2001.
- (4) 10,990 stock options became exercisable after each of 1/27/2001, 1/27/2002, 1/27/2003, 1/27/2004 and 1/27/2005.
- (5) All stock options became exercisable after 7/31/2001.
- (6) All stock options became exercisable after 7/31/2002.
- (7) 14,557 stock options became exercisable after each of 1/27/2004 and 1/27/2005. 14,557 stock options will become exercisable after each of 1/27/2006 and 1/27/2007.
- (8) 8,272 stock options became exercisable after 1/26/2005. 8,272 stock options will become exercisable after each of 1/26/2006, 1/26/2007 and 1/26/2008.

Remarks:

All reported positions have been rounded down to the nearest whole number.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

POWER OF ATTORNEY

I hereby appoint Richard B. Alsop, Judith A. Witterschein, Michael A. LaMaina, Pia Thompson and Margaret E. Nelson to act individually as my agent and attorney-in-fact for the purpose of completing, executing and filing on my behalf with the Securities and Exchange Commission, the New York Stock Exchange, Inc. or any other exchange or self regulatory body, any Form 3 "Initial Statement of Beneficial Ownership of Securities", Form 4 "Statement of Changes in Beneficial Ownership of Securities", Form 5 "Annual Statement of Beneficial Ownership of Securities", Form 144 "Notice of Proposed Sale of Securities", or any other similar form to report securities ownership that may, in the opinion of any of them be necessary, with respect to any transaction in securities of Merrill Lynch & Co., Inc.

Nothing herein shall relieve me of the responsibility for the accuracy of the information and representations contained in any Form 3, Form 4, Form 5, Form 144 or other similar form completed, executed and filed pursuant to this power of attorney.

This power of attorney shall supersede all similar prior powers of attorney and will remain effective as to the agents and attorneys-in-fact referred to above until I revoke or amend it by written notice to such persons.

/s/ Jeffrey N. Edwards
Jeffrey N. Edwards
State of New York
County of New York

Sworn to before me this 23rd
day of March, 2005.

/s/ Taquana M. Bailey
Notary

Taquana M. Bailey
Notary Public, State of New York
No. 01BA6012141, Qualified in Nassau County
Certificate Filed in New York County
Commission Expires August 17, 2006