

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL	
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## STATEMENT OF CHANGES IN 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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>Kim Dow</b>			2. Issuer Name and Ticker or Trading Symbol <b>MERRILL LYNCH &amp; CO INC [MER]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>Executive Vice President</b>		
(Last) <b>C/O MERRILL LYNCH &amp; CO., INC., 4 WORLD FINANCIAL CENTER</b>	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/12/2007</b>					
(Street) <b>NEW YORK, NY 10080</b>			4. 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		
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/13/2007		S		600	D	\$ 91.79	814,857	D	
Common Stock	02/13/2007		S		7,000	D	\$ 91.80	807,857	D	
Common Stock	02/13/2007		S		5,300	D	\$ 91.81	802,557	D	
Common Stock	02/13/2007		S		2,500	D	\$ 91.82	800,057	D	
Common Stock	02/13/2007		S		800	D	\$ 91.83	799,257	D	
Common Stock	02/13/2007		S		900	D	\$ 91.84	798,357	D	
Common Stock	02/13/2007		S		400	D	\$ 91.85	797,957	D	
Common Stock	02/13/2007		S		700	D	\$ 91.86	797,257	D	
Common Stock	02/13/2007		S		700	D	\$ 91.87	796,557	D	
Common Stock	02/13/2007		S		2,515	D	\$ 91.88	794,042 <u>(1)</u>	D	

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

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option - Right to Acquire <u>(2)</u>	\$ 77.5625	02/12/2007		M		61,628	<u>(3)</u>	01/23/2011	Common Stock	61,628	\$ 0	0	D	

Stock Option - Right To Acquire (2)	\$ 36.065	02/12/2007		M			36,953	(3)	01/27/2013	Common Stock	36,953	\$ 0	0	D
Stock Option - Right to Acquire (2)	\$ 59.85	02/12/2007		M			62,485	(3)	01/26/2014	Common Stock	62,485	\$ 0	0	D

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kim Dow C/O MERRILL LYNCH & CO., INC. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080			Executive Vice President	

## Signatures

Dow Kim (By Pia K. Thompson, as agent)		02/14/2007
**Signature of Reporting Person		Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(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).

- (1) This total also reflects the acquisition of shares of Merrill Lynch & Co., Inc. Common Stock as a result of contributions, allocations or dividend reinvestments through Merrill Lynch plans which are exempt from the reporting requirements under the provisions of Rule 16a-3 and/or 16a-11.
- (2) These stock options were granted under the Merrill Lynch & Co., Inc. Long Term Incentive Compensation Plan (the "Plan"). Transactions under the Plan are exempt under the provisions of Rule 16b-3.
- (3) All options are exercisable.

### Remarks:

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

This is Form 2 of 2 reporting transactions between 2/12/2007 and 2/13/2007 by this reporting person.

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.