

Merrill Lynch & Co., Inc.
95 Greene Street
Jersey City, New Jersey 07302

February 10, 2003

[LOGO] MERRILL LYNCH

OFICS Filer Support
SEC Operations Center
6432 General Green Way
Alexandria, Virginia 22312-2413

Attention: 1933 Act Filing Desk

Re: Registration Statement No. 333-97937

With reference to the above captioned Registration Statement and in compliance with Rule 424(b)(3) adopted under the Securities Act of 1933, as amended, we enclose herewith for filing, one copy, marked as required, one Prospectus and Prospectus Supplement dated September 25, 2002 relating to Merrill Lynch & Co., Inc. Medium-Term Notes to be used on and after this date. In addition, please reference that this note is not listed on any exchange.

Very truly yours,

/s/ Mark Youngclaus

Mark Youngclaus
Vice President

PROSPECTUS SUPPLEMENT
(To the Prospectus Supplement and
Prospectus dated September 25, 2002)
Prospectus Supplement Number: 2264

File No. 333-97937
Rule 424(b)(3)

Merrill Lynch & Co., Inc.
Medium-Term Notes, Series B
Due Nine Months or More from Date of Issue

Floating Rate Notes

Principal Amount: \$65,000,000 Original Issue Date: December 11, 2002

Issue Price: 100.00% Stated Maturity Date: December 10, 2004

CUSIP Number: 59018YPJ4

Interest Calculation:	Day Count Convention:
<input checked="" type="checkbox"/> Regular Floating Rate Note	<input checked="" type="checkbox"/> Actual/360
<input type="checkbox"/> Inverse Floating Rate Note (Fixed Interest Rate):	<input type="checkbox"/> 30/360 <input type="checkbox"/> Actual/Actual

Interest Rate Basis:	
<input checked="" type="checkbox"/> LIBOR	<input type="checkbox"/> Commercial Paper Rate
<input type="checkbox"/> CMT Rate	<input type="checkbox"/> Eleventh District Cost of Funds Rate
<input type="checkbox"/> Prime Rate	<input type="checkbox"/> CD Rate
<input type="checkbox"/> Federal Funds Open Rate	<input type="checkbox"/> Other (see attached)
<input type="checkbox"/> Treasury Rate	

Designated CMT Page:	Designated LIBOR Page:
CMT Telerate Page:	LIBOR Telerate Page: 3750
CMT Reuters Page:	LIBOR REUTERS Page:

Index Maturity: Three Month Minimum Interest Rate: Not Applicable

Spread: Plus 0.40% Maximum Interest Rate: Not Applicable

Initial Interest Rate: Calculated as Spread Multiplier: Not Applicable
if the Original
Issue Date was
an Interest Reset
Date

Interest Reset Dates: Quarterly, on the 10th of March, June, September and
December, commencing on March. 30, 2003, subject to
modified following business day convention.

Interest Payment Dates: Quarterly, on the 10th of March, June, September and
December, commencing on March. 30, 2003, subject to
modified following business day convention.

Repayment at the
Option of the Holder: The Notes cannot be repaid prior to the Stated Maturity
Date.

Redemption at the
Option of the Company: The Notes cannot be redeemed prior to the Stated
Maturity Date.

Form: The Notes are being issued in fully registered
book-entry form.

Trustee: JPMorgan Chase Bank

Dated: December 5, 2002