

SECURITIES AND EXCHANGE COMMISSION

FORM 497

Definitive materials filed under paragraph (a), (b), (c), (d), (e) or (f) of Securities Act Rule 497

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FILER

MERRILL LYNCH UTILITY INCOME FUND INC

CIK: **908882** | State of Incorpor.: **NJ** | Fiscal Year End: **1231**
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MERRILL LYNCH UTILITY INCOME FUND, INC.

 SUPPLEMENT DATED JANUARY 6, 1994 TO
 PROSPECTUS DATED SEPTEMBER 10, 1993

The disclosure set forth under "Initial Sales Charge Alternative -- Class A Shares" is modified as follows:

Initial sales charges may be waived for shareholders purchasing \$1 million or more in a single transaction (other than a tax qualified retirement plan under Section 401 of the Internal Revenue Code of 1986, as amended (the "Code"), or deferred compensation plan under Section 403(b) and Section 457 of the Code), or a purchase by a TMASM Managed Trust, of Class A shares of the Fund. In addition, purchases of Class A shares of the Fund made in connection with a single investment of \$1 million or more under the Merrill Lynch Mutual Fund Adviser Program will not be subject to an initial sales charge. Purchases described in this paragraph will be subject to a contingent deferred sales charge if the shares are redeemed within one year after purchase at the following rates:

<TABLE>

<CAPTION>

AMOUNT OF PURCHASE -----	CONTINGENT DEFERRED SALES CHARGE AS A PERCENTAGE OF DOLLAR AMOUNT SUBJECT TO CHARGE -----
<S>	<C>
\$1 million up to \$2.5 million.....	1.00%
Over \$2.5 million up to \$3.5 million.....	0.60%
Over \$3.5 million up to \$5 million.....	0.40%
Over \$5 million.....	0.25%

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