

SECURITIES AND EXCHANGE COMMISSION

FORM S-8

Initial registration statement for securities to be offered to employees pursuant to employee benefit plans

Filing Date: **1994-01-06**
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FILER

MERRILL LYNCH & CO INC

CIK: **65100** | IRS No.: **132740599** | State of Incorporation: **DE** | Fiscal Year End: **1228**
Type: **S-8** | Act: **33** | File No.: **033-51831** | Film No.: **94500597**
SIC: **6211** Security brokers, dealers & flotation companies

Business Address
225 LIBERTY ST
WORLD FINANCIAL CTR S
TOWER
NEW YORK NY 10080-6123
2124491000

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

 Form S-8
 REGISTRATION STATEMENT
 and
 POST-EFFECTIVE AMENDMENT NO. 1
 to
 REGISTRATION STATEMENT
 under
 THE SECURITIES ACT OF 1933

MERRILL LYNCH & CO., INC.
 (Exact name of registrant as specified in its charter)

<TABLE>			
<S>	<C>	<C>	
DELAWARE	MERRILL LYNCH WORLD	13-2740599	
(State or other jurisdiction	HEADQUARTERS	(I.R.S. Employer	
of incorporation or organization)	NORTH TOWER	Identification No.)	
	WORLD FINANCIAL CENTER		
	NEW YORK, NEW YORK 10281		
	(Address of Principal Executive Offices)		

</TABLE>

 MERRILL LYNCH & CO., INC. LONG-TERM INCENTIVE COMPENSATION PLAN
 (Full title of the plan)

ROSEMARY T. BERKERY, ESQ., Associate General Counsel
 Merrill Lynch & Co., Inc.
 Merrill Lynch World Headquarters
 North Tower, World Financial Center
 New York, New York 10281-1334
 (Name and address of agent for service)

Telephone number, including area code, of agent for service: (212) 449-6990

<TABLE>
 <CAPTION> CALCULATION OF REGISTRATION FEE

<S>	<C>	<C>	<C>	<C>
		Proposed		
		Maximum	Proposed	
		Offering	Maximum	Amount of
Title of Securities	Amount to	Price	Aggregate	Registration
to be Registered	be Registered	Per Share	Offering Price	Fee
-----	-----	-----	-----	-----
Common Stock,				
par value \$1.33 1/3 per				
share (including Pre-				

ferred Stock Purchase Rights) (1).....	40,000,000	\$40.125	\$1,605,000,000	\$553,404.00	(2)
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</TABLE>

- (1) Prior to the occurrence of certain events, the Preferred Stock Purchase Rights will not be evidenced separately from the Common Stock; value attributable to such Rights, if any, is reflected in the market price of the Common Stock.
- (2) In accordance with Rule 457(h), the filing fee is based on the maximum number of the registrant's securities issuable under the plan that are covered by this Registration Statement.

Pursuant to Rule 429 under the Securities Act of 1933, the Prospectus to which this Registration Statement and Post-Effective Amendment to Registration Statement relate is a combined prospectus and relates to Registration Statement No. 33-33336 filed by the Registrant on Form S-8 on February 7, 1990. The Post-Effective Amendment constitutes Post-Effective Amendment No. 1 to Registration Statement No. 33-33336 and shall become effective upon filing in accordance with Section 8(c) of the Securities Act of 1933 and Rule 464 promulgated thereunder.

PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participating employees as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended. These documents and the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act of 1933, as amended.

PART II

INFORMATION NOT REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The Annual Report of Merrill Lynch & Co., Inc. (the "Company") on Form 10-K for the year ended December 25, 1992, Quarterly Reports on Form 10-Q for the quarters ended March 26, 1993, June 25, 1993 and September 24, 1993, Form 8-A/A dated October 11, 1993, and Current Reports on Form 8-K dated January 25, 1993, January 26, 1993, January 28, 1993, February 1, 1993, February 22, 1993, March 1, 1993, March 19, 1993, April 13, 1993, April 15, 1993, April 22, 1993, April 27, 1993, April 29, 1993, June 24, 1993, June 28, 1993, July 7, 1993, July 13, 1993, July 27, 1993, September 8, 1993, September 13, 1993, September 23, 1993, October 7, 1993, October 11, 1993, October 15, 1993, October 27, 1993, December 17, 1993, December 22, 1993, December 27, 1993 and December 30, 1993 filed pursuant to Section 13 of the Securities Exchange Act of 1934 (the "Exchange Act"), are hereby incorporated by reference into this Registration Statement and Post-Effective Amendment to Registration Statement.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date hereof and prior to the termination of the offering of the securities registered pursuant to this Registration Statement and Post-Effective Amendment to Registration Statement shall be deemed to be incorporated by reference into this Registration Statement and Post-Effective Amendment to Registration Statement and to be part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement and Post-Effective Amendment to Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement and Post-Effective Amendment to Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES.

Not Applicable.

ITEM 5. INTERESTS OF EXPERTS AND COUNSEL.

None.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 145 of the General Corporation Law of the State of Delaware, as amended, provides that under certain circumstances a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the Company or is or was serving at its request in such capacity in another corporation or business association, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

Article XIII, Section 2 of the Restated Certificate of Incorporation of the Company provides in effect that, subject to certain limited exceptions, the Company shall indemnify its directors and officers to the extent authorized or permitted by the General Corporation Law of the State of Delaware. The directors and officers of the Company are insured under policies of insurance maintained by the Company, subject to the limits of the policies, against certain losses arising from any claims made against them by reason of being or having been such directors or officers. Like indemnification and insurance is also provided to those employees of the Company who serve as administrators of the Plan. In addition, the Company has entered into contracts with all of its directors providing for indemnification of such persons by the Company to the full extent authorized or permitted by law, subject to certain limited exceptions.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not Applicable.

ITEM 8. EXHIBITS.

- 4(a) * Restated Certificate of Incorporation effective April 24, 1987, as amended April 29, 1993 (incorporated by reference as an exhibit hereto from Exhibit 3 to the Company's Quarterly Report on Form

10-Q for the quarter ended March 27, 1987 and from Exhibit 3 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 26, 1993 (File No. 1-7182))

- 4(b)* By-Laws effective October 25, 1993 (incorporated by reference as an exhibit hereto from Exhibit 3(i) to the Company's Quarterly Report on Form 10-Q for the quarter ended September 24, 1993)
- 4(c)* Form of Common Stock Certificate (incorporated by reference as an exhibit hereto from Exhibit 4(c) to Registration Statement on Form S-8 No. 33-41942)

* Not separately filed herewith.

- 4(d)* Certificate of Designation dated December 17, 1987 regarding Series A Junior Preferred Stock (incorporated by reference as an exhibit from Exhibit 3(f) to Registration Statement on Form S-3 No. 33-19975)
- 4(e)* Certificate of Designation dated March 30, 1988 (incorporated by reference as an exhibit hereto from Exhibit 3 to ML & Co., Current Report on Form 8-K dated March 30, 1988 (File No. 1-7182))
- 4(f)* Rights Agreement, including form of Preferred Stock Purchase Rights, dated as of December 16, 1987 (incorporated by reference as an exhibit hereto from Exhibit 1 to ML & Co.'s Current Report on Form 8-K dated December 16, 1987 (File No. 1-7182))
- 5 Opinion of Brown & Wood re: legality
- 15 * Letter re: unaudited interim financial information (incorporated by reference as an exhibit hereto from Exhibit 15 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 24, 1993)
- 23 Consents of Brown & Wood and Deloitte & Touche
- 24 Power of Attorney (included on page 8)

ITEM 9. UNDERTAKINGS

The undersigned registrant hereby undertakes:

(a) (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a) (3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a) (1) (i) and (a) (1) (ii) do not apply if the registration statement is on Form S-8 and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrants pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at the time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) That, for the purpose of determining any liability under the Securities Act of 1933, each filing of the ML & Co.'s annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at the time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the provisions referred to in Item 6 of this registration statement, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by a controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act

of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement and the Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York, State of New York, on the 6th day of January, 1994.

MERRILL LYNCH & CO., INC.

/s/ Daniel P. Tully

By: _____
Daniel P. Tully
(Chairman of the Board)

KNOWN ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Daniel P. Tully, Stephen L. Hammerman and Joseph T. Willett, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to each Registration Statement amended hereby, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS REGISTRATION STATEMENT AND THE POST-EFFECTIVE AMENDMENT HAVE BEEN SIGNED BELOW BY THE FOLLOWING PERSONS IN THE CAPACITIES INDICATED ON THE DAY OF DECEMBER, 1993.

Signature

Title

/s/ Daniel P. Tully

(Daniel P. Tully)

Chairman of the Board and Director
(Chief Executive Officer)

/s/ Joseph T. Willett

(Joseph T. Willett)

Senior Vice President,
Chief Financial Officer and Controller

Signature

Title

/s/ William O. Bourke

(William O. Bourke)

Director

/s/ Jill K. Conway

(Jill K. Conway)

Director

/s/ William J. Crowe, Jr.

(William J. Crowe, Jr.)

Director

/s/ Stephen L. Hammerman

(Stephen L. Hammerman)

Director

/s/ Robert A. Hanson

(Robert A. Hanson)

Director

/s/ Earle H. Harbison, Jr.

(Earle H. Harbison, Jr.)

Director

/s/ George B. Harvey

(George B. Harvey)

Director

/s/ Robert P. Luciano

(Robert P. Luciano)

Director

/s/ John J. Phelan, Jr.

(John J. Phelan, Jr.)

Director

/s/ Charles A. Sanders

(Charles A. Sanders)

Director

/s/ William L. Weiss

(William L. Weiss)

Director

EXHIBIT INDEX

Exhibit No.	Description	Page
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5	Opinion of Brown & Wood re: legality	
23	Consents of Brown & Wood and Deloitte & Touche	

LETTERHEAD OF BROWN & WOOD

January 6, 1994

Merrill Lynch & Co., Inc.
World Financial Center
North Tower
New York, New York 10281

Dear Sirs:

We have acted as counsel for Merrill Lynch & Co., Inc., a Delaware corporation, in connection with the proposed filing with the Securities and Exchange Commission expected to be made on or about January 6, 1994 under the Securities Act of 1933, as amended, of a Registration Statement and Post Effective Amendment on Form S-8 (the "Registration Statement") for the purpose of registering 40,000,000 shares of Common Stock, par value \$1.33 1/3 per share (including Preferred Stock Purchase Rights) (the "Common Stock"), of Merrill Lynch & Co., Inc., to be issued pursuant to the Merrill Lynch & Co., Inc. Long Term Incentive Compensation Plan (the "Plan"). In such capacity, we have examined the Restated Certificate of Incorporation and By-Laws of Merrill Lynch & Co., Inc. and such other documents of such corporation as we have deemed necessary or appropriate for the purposes of the opinion expressed herein.

Based upon the foregoing, we advise you that, in our opinion, the shares of Common Stock issued under the Plan will be legally issued, fully paid and nonassessable.

Very truly yours,

/s/ Brown & Wood

CONSENT OF COUNSEL

The undersigned hereby consent to the use of their name in the Prospectus contained in the Registration Statement of Merrill Lynch & Co., Inc. relating to the Merrill Lynch & Co., Inc. Long Term Incentive Compensation Plan.

/s/ Brown & Wood
Brown & Wood

New York, New York
January 6, 1994

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of Merrill Lynch & Co., Inc on Form S-8 of our reports dated February 22, 1993, appearing in and incorporated by reference in the Annual Report on Form 10-K of Merrill Lynch & Co., Inc. for the year ended December 25, 1992 and to the reference to us under the heading "Experts" in the Prospectus, which is part of this Registration Statement.

DELOITTE & TOUCHE
New York, New York

January 6, 1994