

SECURITIES AND EXCHANGE COMMISSION

FORM S-6

Initial registration statement filed on Form S-6 for unit investment trusts

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FILER

**CORPORATE INCOME FUND MON PYMT SER 404 DEFINED
ASSET FDS**

Mailing Address
NULL

Business Address
*450 LEXINGTON AVENUE
C/O DAVIS POLK &
WARDWELL
NEW YORK NY 10017*

CIK: **893508** | State of Incorporation: **NY** | Fiscal Year End: **1231**
Type: **S-6** | Act: **33** | File No.: **333-43713** | Film No.: **98501013**

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C. 20549

FORM S-6

FOR REGISTRATION UNDER THE SECURITIES ACT
OF 1933 OF SECURITIES OF UNIT INVESTMENT
TRUSTS REGISTERED ON FORM N-8B-2

A. EXACT NAME OF TRUST:

CORPORATE INCOME FUND
MONTHLY PAYMENT SERIES-404
DEFINED ASSET FUNDS
(A UNIT INVESTMENT TRUST)

B. NAMES OF DEPOSITORS:

MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED
SMITH BARNEY INC.
PAINWEBBER INCORPORATED
DEAN WITTER REYNOLDS INC.

C. COMPLETE ADDRESSES OF DEPOSITORS' PRINCIPAL EXECUTIVE OFFICES:

MERRILL LYNCH, PIERCE, FENNER & SMITH
INCORPORATED
DEFINED ASSET FUNDS
P.O. BOX 9051
PRINCETON, N.J. 08543-9051

SMITH BARNEY INC.
388 GREENWICH STREET
23RD FLOOR
NEW YORK, N.Y. 10013

DEAN WITTER REYNOLDS
INC.
TWO WORLD TRADE CENTER--
59TH FLOOR
NEW YORK, N.Y. 10048

PAINWEBBER INCORPORATED
1285 AVE. OF THE AMERICAS
NEW YORK, N.Y. 10019

D. NAMES AND COMPLETE ADDRESSES OF AGENTS FOR SERVICE:

TERESA KONCICK, ESQ.

DOUGLAS LOWE, ESQ.

P.O BOX 9051
PRINCETON, N.J. 08543-9051

DEAN WITTER REYNOLDS INC.
TWO WORLD TRADE CENTER--
59TH FLOOR
NEW YORK, N. Y. 10048

COPIES TO

LAURIE HESSLEIN	ROBERT E. HOLLEY	PIERRE DE SAINT PHALLE, ESQ.
388 GREENWICH STREET	1285 AVENUE OF THE AMERICAS	450 LEXINGTON AVENUE
NEW YORK, N.Y. 10013	NEW YORK, N.Y. 10019	NEW YORK, N.Y. 10017

E. TITLE OF SECURITIES BEING REGISTERED:

An indefinite number of Units of Beneficial Interest pursuant to Rule 24f-2 promulgated under the Investment Company Act of 1940, as amended.

F. APPROXIMATE DATE OF PROPOSED SALE TO THE PUBLIC:

As soon as practicable after the acquisition and deposit of the underlying securities.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

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PART II

ADDITIONAL INFORMATION NOT INCLUDED IN THE PROSPECTUS

A. The following information relating to the Depositors is incorporated by reference to the SEC filings indicated and made a part of this Registration Statement.

- I. Bonding arrangements of each of the Depositors are incorporated by reference to Item A of Part II to the Registration Statement on Form S-6 under the Securities Act of 1933 for Municipal Investment Trust Fund, Monthly Payment Series--573 Defined Asset Funds (Reg. No. 333-08241).
- II. The date of organization of each of the Depositors is set forth in Item B of Part II to the Registration Statement on Form S-6 under the Securities Act of 1933 for Municipal Investment Trust Fund, Monthly Payment Series--573 Defined Asset Funds (Reg. No. 333-08241) and is

herein incorporated by reference thereto.

- III. The Charter and By-Laws of each of the Depositors are incorporated herein by reference to Exhibits 1.3 through 1.12 to the Registration Statement on Form S-6 under the Securities Act of 1933 for Municipal Investment Trust Fund, Monthly Payment Series--573 Defined Asset Funds (Reg. No. 333-08241).
- IV. Information as to Officers and Directors of the Depositors has been filed pursuant to Schedules A and D of Form BD under Rules 15b1-1 and 15b3-1 of the Securities Exchange Act of 1934 and is incorporated by reference to the SEC filings indicated and made a part of this Registration Statement:

SEC FILE OR
IDENTIFICATION NO.

Merrill Lynch, Pierce, Fenner & Smith Incorporated	8-7221
Smith Barney Inc.	8-8177
PaineWebber Incorporated	8-16267
Dean Witter Reynolds Inc.	8-14172

B. The Internal Revenue Service Employer Identification Numbers of the Sponsors and Trustee are as follows:

Merrill Lynch, Pierce, Fenner & Smith Incorporated	13-5674085
Smith Barney Inc.	13-1912900
PaineWebber Incorporated	13-2638166
Dean Witter Reynolds Inc.	94-0899825
The Chase Manhattan Bank	13-4994650

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Final prospectuses from the following Series of Corporate Income Fund, Defined Assets Funds (all of which are incorporated herein by reference) may be used as preliminary prospectuses for this Series: Monthly Payment Series - 401 (Reg. No. 333-21533); Monthly Payment Series - 402 (Reg. No. 333-24531); Monthly Payment Series - 403 (Reg. No. 333-33845).

CONTENTS OF REGISTRATION STATEMENT

THE REGISTRATION STATEMENT ON FORM S-6 COMPRISES THE FOLLOWING PAPERS AND DOCUMENTS:

The facing sheet of Form S-6.

The Cross-Reference Sheet (incorporated by reference to the Cross-Reference Sheet to the Registration Statement of the Corporate Income Fund, One Hundred Eighty-Fifth Monthly Payment Series, 1933 Act File No. 2-88230).

The Prospectus.

Additional Information not included in the Prospectus (Part II).

The following exhibits:

- 1.1 -- Form of Trust Indenture (incorporated by reference to Exhibit 1.1 to the Registration Statement of The Corporate Income Fund, Two Hundred Thirteenth Monthly Payment Series, 1933 Act File No. 2-96642).
- 1.1.1 -- Form of Standard Terms and Conditions of Trust Effective October 21, 1993 (incorporated by reference to Exhibit 1.1.1 to the Registration Statement of Municipal Investment Trust Fund, Multistate Series-48, Defined Asset Funds, 1933 Act File No. 33-50247).
- 1.2 -- Form of Master Agreement Among Underwriters (incorporated by reference to Exhibit 1.2 to the Registration Statement of The Corporate Income Fund, One Hundred Ninety-Fourth Monthly Payment Series, 1933 Act File No. 2-90925).
- 2.1 -- Form of Certificate of Beneficial Interest (included in Exhibit 1.1.1).
- *3.1 -- Opinion of counsel as to the legality of the securities being issued including their consent to the use of their names under the heading "Miscellaneous--Legal Opinion" in the Prospectus.
- *4.1 -- Consent of the Evaluator.
- *5.1 -- Consent of independent public accountants.
- 9.1 -- Information Supplement (incorporated by reference to Exhibit 9.1 to the Registration Statement of Corporate Income Fund, Intermediate Term Series - 54, 1933 Act File No. 33-57973).

* To be filed with Amendment to Registration Statement.

SIGNATURES

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THE REGISTRANT HAS DULY CAUSED THIS REGISTRATION STATEMENT OR AMENDMENT TO THE REGISTRATION STATEMENT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED THEREUNTO DULY AUTHORIZED IN THE CITY OF NEW YORK AND STATE OF NEW YORK ON THE 5TH DAY OF JANUARY, 1998.

Signatures appear on pages R-3, R-4, R-5 and R-6.

A majority of the members of the Board of Directors of Merrill Lynch, Pierce, Fenner & Smith Incorporated has signed this Registration Statement or Amendment to the Registration Statement pursuant to Powers of Attorney authorizing the person signing this Registration Statement or Amendment to the Registration Statement to do so on behalf of such members.

A majority of the members of the Board of Directors of Smith Barney Shearson Inc. has signed this Registration Statement or Amendment to the Registration Statement pursuant to Powers of Attorney authorizing the person signing this Registration Statement or Amendment to the Registration Statement to do so on behalf of such members.

A majority of the members of the Board of Directors of Dean Witter Reynolds Inc. has signed this Registration Statement or Amendment to the Registration Statement pursuant to Powers of Attorney authorizing the person signing this Registration Statement or Amendment to the Registration Statement to do so on behalf of such members.

A majority of the members of the Executive Committee of the Board of Directors of PaineWebber Incorporated has signed this Registration Statement or Amendment to the Registration Statement pursuant to Powers of Attorney authorizing the person signing this Registration Statement or Amendment to the Registration Statement to do so on behalf of such members.

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MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED
DEPOSITOR

By the following persons, who constitute a majority of the Board of Directors of Merrill Lynch, Pierce, Fenner & Smith Incorporated:

Powers of Attorney have been filed under Form SE and the following 1933 Act File Number: 33-43466

HERBERT M. ALLISON, JR.
BARRY S. FRIEDBERG
EDWARD L. GOLDBERG

STEPHEN L. HAMMERMAN
JEROME P. KENNEY
DAVID H. KOMANSKY
DANIEL T. NAPOLI
THOMAS H. PATRICK
JOHN L. STEFFENS
DANIEL P. TULLY
ROGER M. VASEY
ARTHUR H. ZEIKEL

By DANIEL C. TYLER
(As authorized signatory for
Merrill Lynch, Pierce, Fenner & Smith Incorporated
and Attorney-in-fact for the persons listed above)

R-3

SMITH BARNEY INC.
DEPOSITOR

By the following persons,
who constitute a majority of
the Board of Directors of
Smith Barney Inc.:

Powers of Attorney have
been filed under the
1933 Act File
Numbers: 33-49753,
33-51607
and 333-10441

STEVEN D. BLACK
JAMES BOSCHART III
ROBERT A. CASE
JAMES DIMON
ROBERT DRUSKIN
ROBERT H. LESSIN
WILLIAM J. MILLS, II
MICHAEL B. PANITCH
PAUL UNDERWOOD

By GINA LEMON
(As authorized signatory for
Smith Barney Inc. and

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PAINWEBBER INCORPORATED
DEPOSITOR

By the following persons, who
constitute a majority of the
Executive Committee of the
Board of Directors of
PaineWebber Incorporated:

Powers of Attorney have
been filed under
Form SE and the
following 1933 Act
File Number: 33-55073

JOSEPH J. GRANO, JR.
DONALD B. MARRON

By ROBERT E. HOLLEY
(As authorized signatory for
PaineWebber Incorporated and
Attorney-in-fact for the persons listed above)

R-5

DEAN WITTER REYNOLDS INC.
DEPOSITOR

By the following persons,
who constitute a majority of
the Board of Directors of
Dean Witter Reynolds Inc.:

Powers of Attorney have been
filed under Form SE and
the following 1933 Act
File Number: 33-17085
and 333-13039

RICHARD M. DeMARTINI
ROBERT J. DWYER
CHRISTINE A. EDWARDS
CHARLES A. FIUMEFREDDO
JAMES F. HIGGINS
MITCHELL M. MERIN
STEPHEN R. MILLER
RICHARD F. POWERS III
PHILIP J. PURCELL
THOMAS C. SCHNEIDER
WILLIAM B. SMITH

By MICHAEL D. BROWNE
(As authorized signatory for
Dean Witter Reynolds Inc. and
Attorney-in-fact for the persons listed above)

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