



Merrill Lynch & Co., Inc.

(incorporated under the laws of the State of Delaware, U.S.A.)

U.S.\$110,000,000,000

**Euro Medium-Term Note Program
for the issue of Notes
with a minimum maturity of one week**

PROSPECTUS SUPPLEMENT SUPPLEMENTING (I) THE BASE PROSPECTUS (AS DEFINED BELOW) AND (II) THE PUBLIC OFFER PROSPECTUSES (AS DEFINED BELOW) AND INCORPORATING BY REFERENCE (A) THE MAY 10-Q (AS DEFINED BELOW) AND (B) THE MAY 8-K (AS DEFINED BELOW AND TOGETHER WITH THE MAY 10-Q, THE "NEW DOCUMENTS"), OF MERRILL LYNCH & CO., INC. (THE "COMPANY") AND AMENDING THE "MANAGEMENT" SECTION IN THE BASE PROSPECTUS

The Company has prepared this prospectus supplement (the "**Prospectus Supplement**", which constitutes a supplement to the prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 ("**FSMA 2000**"), which definition shall also include all information incorporated by reference herein) for use in connection with notes issued from time to time under its U.S.\$110,000,000,000 Euro Medium-Term Note Program (the "**Program**"). The Company has also prepared: (i) a base prospectus dated April 1, 2008 (the "**Base Prospectus**" which definition also includes the Base Prospectus, as supplemented, amended or updated and all information incorporated by reference therein) which has been approved as a base prospectus for the purposes of Directive 2003/71/EC (the "**Prospectus Directive**") by the UK Listing Authority, for use in connection with the issue of notes under the Program; (ii) a securities note in respect of up to €20,000,000 Non-Interest Bearing, Inflation Protected Index Linked Redemption Notes due 2013 (ISIN XS0356617943), dated April 18, 2008 (the "**Dutch Public Offer Securities Note**") and a summary (the "**Dutch Public Offer Summary**") conveying the essential characteristics and risks associated with the Company and the relevant Notes which, when read together with the Registration Document dated April 1, 2008 (the "**Registration Document**"), has been approved as a prospectus (the "**Dutch Public Offer Prospectus**" which definition also includes the Dutch Public Offer Prospectus, as supplemented, amended or updated and all information incorporated by reference therein) for the purposes of the Prospectus Directive by the UK Listing Authority; and (iii) a securities note in respect of €5,000,000 Puttable Non-Interest Bearing, Index and EURIBOR Linked Redemption Notes due July 15, 2016 (ISIN FR0010602367), dated March 31, 2008 (the "**French Public Offer Securities Note**") and a summary (the "**French Public Offer Summary**") conveying the essential characteristics and risks associated with the Company and the relevant Notes which, when read together with the Registration Document, has been approved as a prospectus (the "**French Public Offer Prospectus**" which definition also includes the French Public Offer Prospectus, as supplemented, amended or updated and all information incorporated by reference therein, and together with the Dutch Public Offer Prospectus, the "**Public Offer Prospectuses**") for the purposes of the Prospectus Directive by the UK Listing Authority.

The Dutch Public Offer Prospectus was prepared in connection with the listing of the relevant Notes on the Official List of the UK Listing Authority and admission to trading on the London Stock Exchange's Regulated Market, admission to listing and trading on Euronext Amsterdam by NYSE Euronext and the public offer of such Notes in the Netherlands.

The French Public Offer Prospectus was prepared in connection with the listing of the relevant Notes on the Official List of the UK Listing Authority and admission to trading on the London Stock Exchange's Regulated Market, admission to trading on the Eurolist by Euronext, Paris, and the public offer of such Notes in the Republic of France.

This Prospectus Supplement supplements and updates the Base Prospectus and the Public Offer Prospectuses, and should be read in conjunction therewith. Investors should be aware of their rights under Section 87Q(4) of FSMA 2000.

The following New Documents have been previously published or are published simultaneously with this Prospectus Supplement, and, in each case, has been approved by the Financial Services Authority in the United Kingdom or filed with it, and shall be deemed to be incorporated by reference in, and to form part of, this Prospectus Supplement:

(a) the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 28, 2008 (excluding (i) the documents listed as Exhibits on pages 130 to 131 (Index to Exhibits) and (ii) any other documents or information incorporated by reference into such report) (the "**May 10-Q**"); and

(b) the Company's Current Report on Form 8-K dated April 28, 2008 and filed on May 2, 2008, which includes Exhibits 10.1, 10.2, 10.3 and 99.1 thereto (excluding (i) the last paragraph on the second page of Exhibit 99.1 and (ii) any other documents or information incorporated by reference into such report) (the "**May 8-K**").

The New Documents will be available for collection and inspection as set out in (a) the section "Documents Available for Collection and Inspection" in the Base Prospectus and (b) the section "Incorporation By Reference" in each of the Dutch Public Offer Securities Note and the French Public Offer Securities Note.

The section of the Base Prospectus entitled "Management – Directors" is amended by replacing the table of Directors on page 156 with the following table:

<u>Name</u>	<u>Principal Occupation</u>
John A. Thain	Chairman of the Board and Chief Executive Officer of the Company
Armando M. Codina	Founder, Chairman of the Board and Chief Executive Officer of the Codina Group, Inc.
Virgis W. Colbert	Corporate Director, Retired Executive Vice President of Worldwide Operations for Miller Brewing Company
Alberto Cribiore ¹	Founder and Managing Principal of Brera Capital Partners LLC
John D. Finnegan	Chairman of the Board, President and Chief Executive Officer of The Chubb Corporation
Judith Mayhew Jonas ²	Member of the UK government's Commission for Equality and Human Rights
Aulana L. Peters	Corporate Director; Partner, Retired, of Gibson, Dunn & Crutcher LLP
Joseph W. Prueher ²	Corporate Director; Former U.S. Ambassador to the People's Republic of China
Ann N. Reese ²	Co-Founder and Co-Executive Director of the Center for Adoption Policy
Charles O. Rossotti ²	Senior Advisor to The Carlyle Group
Carol T. Christ	President, Smith College; Former Executive Vice Chancellor and Provost, University of California, Berkeley

¹ Alberto Cribiore also serves as Lead Independent Director of the Company.

² Judith Mayhew Jonas, Joseph W. Prueher, Ann N. Reese and Charles O. Rossotti comprise the members of the Audit Committee.

The section of the Base Prospectus entitled "Management – Executive Officers" is amended by replacing the table of Executive Officers on page 157 with the following table:

Name	Office
John A. Thain	Chairman of the Board and Chief Executive Officer
Rosemary T. Berkery	Vice Chairman, Executive Vice President and General Counsel
Nelson Chai	Executive Vice President and Chief Financial Officer
Gregory J. Fleming	President and Chief Operating Officer
Robert J. McCann	Executive Vice President and Vice Chairman and President of Global Private Client (now Global Wealth Management)
Thomas J. Sanzone ¹	Executive Vice President and Chief Administrative Officer
Thomas K. Montag ²	Executive Vice President and Head of Global Sales and Trading

¹ This appointment shall be effective upon Thomas J. Sanzone joining the Company in the second half of 2008.

² This appointment shall be effective upon Thomas K. Montag commencing employment on August 4, 2008.

The Company has requested that the UK Listing Authority provide to each of the competent authorities in Luxembourg, The Netherlands and the Republic of France, a certificate of approval attesting that this Prospectus Supplement has been drawn up in accordance with the Prospectus Directive. The Company accepts responsibility for the information contained in this Prospectus Supplement. To the best of the knowledge of the Company (which has taken all reasonable care to ensure such is the case) the information contained in this Prospectus Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Prospectus Supplement and the Base Prospectus should be read in conjunction with all documents which are deemed to be incorporated by reference, which together, constitute a prospectus for the purposes of the Prospectus Directive, and for a particular issue of or Tranche of Notes in conjunction with any applicable Final Terms.

Any information or other documents incorporated by reference in the New Documents, either expressly or implicitly, will not form a part of this Prospectus Supplement for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference herein or attached hereto.

To the extent that there is any inconsistency between (a) any statement in this Prospectus Supplement or any statement incorporated by reference into the Base Prospectus by this Prospectus Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus prior to the date of this Prospectus Supplement, the statements in (a) will prevail.

To the extent that there is any inconsistency between (a) any statement in this Prospectus Supplement and (b) any statement in the Dutch Public Offer Securities Note and the French Public Offer Securities Note and/or the related summary prior to the date of this Prospectus Supplement, the statements in (a) will prevail.

Save as disclosed in this Prospectus Supplement there has been no other significant new factor, material mistake or material inaccuracy relating to the information included in (i) the Base Prospectus since initial publication of the Base Prospectus, (ii) the Dutch Public Offer Securities Note and the Dutch Public Offer Summary since publication of the Dutch Public Offer Securities Note on April 18, 2008, or (iii) the French Public Offer Securities Note and the French Public Offer Summary since publication of the French Public Offer Securities Note on March 31, 2008.

See "Risk factors" in the Base Prospectus for a discussion of certain risks that should be considered in connection with certain types of Notes which may be offered under the Program.

**AMENDMENT TO EACH OF THE DUTCH PUBLIC OFFER SECURITIES NOTE AND
FRENCH PUBLIC OFFER SECURITIES NOTE**

1. Amendment to section entitled "Incorporation by Reference" in the Dutch Public Offer Securities Note

The section entitled "Incorporation by Reference" in Part 2 of the Dutch Public Offer Securities Note shall be deleted in its entirety and replaced by the following paragraph. Those parts of the Dutch Public Offer Securities Note not stated as being amended pursuant to this Prospectus Supplement shall remain unchanged.

"INCORPORATION BY REFERENCE"

The following sections of the Base Prospectus, as amended and/or supplemented from time to time by the supplements to the Base Prospectus, and which has been approved by the UK Listing Authority as a base prospectus for the purposes of the Prospectus Directive, shall be deemed to be incorporated in, and form part of, this Securities Note: (i) Form of the Notes; (ii) Use of Proceeds; (iii) Subscription and Sale; (iv) United States Income and Estate Taxes; and (v) European Union Savings Tax Directive.

The following documents, which have been previously published or are published simultaneously with this Securities Note, and which, in each case, have been approved by the FSA or filed with it, shall be deemed to be incorporated by reference in, and to form part of, this Securities Note:

(a) the Company's Current Report on Form 8-K dated April 17, 2008 and filed on April 17, 2008, in relation to its results of operations for the three-month period ended March 28, 2008, which includes Exhibits 99.1 and 99.2 thereto (excluding (i) any documents or information incorporated by reference into such report and (ii) the last paragraph on page 7 of Exhibit 99.1);

(b) the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 28, 2008 (excluding (i) the documents listed as Exhibits on pages 130 to 131 (Index to Exhibits) and (ii) any other documents or information incorporated by reference into such report); and

(c) the Company's Current Report on Form 8-K dated April 28, 2008 and filed on May 2, 2008, in relation to the appointment of Thomas K. Montag as Executive Vice President and Head of Global Sales and Trading, which includes Exhibits 10.1, 10.2, 10.3 and 99.1 thereto (excluding (i) the last paragraph on the second page of Exhibit 99.1 and (ii) any other documents or information incorporated by reference into such report).

Any statement contained herein shall be deemed to be modified or superseded for the purposes of this Securities Note to the extent that a statement contained herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Securities Note.

The Company will provide, without charge, to each person to whom a copy of this Securities Note has been delivered, upon the oral or written request of such person, a copy of any or all of the documents which or portions of which are incorporated by reference herein or which are incorporated by reference into the Registration Document. Written or oral requests for such documents or portions thereof should be directed to the principal office of Deutsche Bank AG, London Branch, the issuing and principal paying agent for the Notes. Copies of documents or portions thereof incorporated by reference in this Securities Note can also be obtained from the Company's corporate secretary's office at 222 Broadway, 17th Floor New York, NY 10038-2510, USA."

2. Amendment to section entitled "Incorporation by Reference" in the French Public Offer Securities Note

The section entitled "Incorporation by Reference" in Part 2 of the French Public Offer Securities Note shall be deleted in its entirety and replaced by the following paragraph. Those parts of the French Public Offer Securities Note not stated as being amended pursuant to this Prospectus Supplement shall remain unchanged.

"INCORPORATION BY REFERENCE"

The following sections of the Base Prospectus dated April 1, 2008 (as supplemented, amended or updated from time to time), which have been approved by the UK Listing Authority as a base prospectus for the purposes of the Prospectus Directive, shall be deemed to be incorporated in, and form part of, this Securities Note: (i) Form of the Notes; (ii) Terms and Conditions of Notes; (iii) Use of Proceeds; (iv) Subscription and Sale; (v) United States Income and Estate Taxes; (vi) European Union Savings Tax Directive; and (vii) General Information.

The following documents, which have been previously published or are published simultaneously with this Securities Note, and which, in each case, have been approved by the FSA or filed with it, shall be deemed to be incorporated by reference in, and to form part of, this Securities Note:

(a) the Company's Current Report on Form 8-K dated April 17, 2008 and filed on April 17, 2008, in relation to its results of operations for the three-month period ended March 28, 2008, which includes Exhibits 99.1 and 99.2 thereto (excluding (i) any documents or information incorporated by reference into such report and (ii) the last paragraph on page 7 of Exhibit 99.1);

(b) the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 28, 2008 (excluding (i) the documents listed as Exhibits on pages 130 to 131 (Index to Exhibits) and (ii) any other documents or information incorporated by reference into such report); and

(c) the Company's Current Report on Form 8-K dated April 28, 2008 and filed on May 2, 2008, in relation to the appointment of Thomas K. Montag as Executive Vice President and Head of Global Sales and Trading, which includes Exhibits 10.1, 10.2, 10.3 and 99.1 thereto (excluding (i) the last paragraph on the second page of Exhibit 99.1 and (ii) any other documents or information incorporated by reference into such report).

Any statement contained herein or in a document which is deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Securities Note to the extent that a statement contained herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Securities Note.

The Company will provide, without charge, to each person to whom a copy of this Securities Note has been delivered, upon the oral or written request of such person, a copy of any or all of the documents which or portions of which are incorporated by reference herein or which are incorporated by reference into the Registration Document. Written or oral requests for such documents or portions thereof should be directed to the principal office of Deutsche Bank AG, London Branch, the issuing and principal paying agent for the Notes. Copies of documents or portions thereof incorporated by reference in this Securities Note can also be obtained from the Company's corporate secretary's office at 222 Broadway, 17th Floor New York, NY 10038-2510, USA."