



**Merrill Lynch & Co., Inc.**  
**U.S.\$50,000,000,000**  
**Euro Medium-Term Note Program**  
for the issue of Notes  
with a minimum maturity of one week

Merrill Lynch & Co., Inc. (the “**Company**”) has prepared this registration document (the “**Registration Document**” 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.\$50,000,000,000 Euro Medium-Term Note Program (the “**Program**”). This Registration Document contemplates the use of a securities note documenting certain information relating to notes offered pursuant to the Program and such other information as may be required from time to time under the Prospectus Directive (Directive 2003/71/EC) (the “**Prospectus Directive**”). This Registration Document, together with an applicable securities note (the “**Securities Note**”) relating to a particular Tranche of Notes, constitutes a prospectus in respect of such Notes for the purposes of the Prospectus Directive. This Registration Document must be read in conjunction with the Securities Note and the information incorporated herein by reference, as supplemented and amended from time to time. References in an applicable Securities Note to “this Securities Note” should be read and construed as references to the Securities Note together with this Registration Document. Full information on the Company and an offer of Notes is only available on the basis of the combination of this Registration Document and an applicable Securities Note. The Company has also prepared a Base Prospectus dated May 10, 2006 (the “**Base Prospectus**”, which definition also includes the Base Prospectus, as supplemented, amended or updated from time to time and all information incorporated by reference therein) for use in connection with the issue of notes under the Program. The Base Prospectus does not form part of this Registration Document, other than those provisions of the Base Prospectus specifically incorporated by reference herein (see “Incorporation by Reference” herein).

Application has been made to the Financial Services Authority in its capacity as competent authority under the Financial Services and Markets Act 2000 (the “**UK Listing Authority**”) for Notes issued under the Program during the period of twelve months from the date of this Registration Document to be admitted to the official list of the UK Listing Authority (the “**Official List**”) and application will be made to the London Stock Exchange plc (the “**London Stock Exchange**”) for such Notes to be admitted to trading on the London Stock Exchange’s Gilt Edged and Fixed Interest Market. References in any Securities Note to Notes being “listed” (and all related references) shall mean that such Notes have been admitted to the Official List and have been admitted to trading on the London Stock Exchange’s Gilt Edged and Fixed Interest Market. The London Stock Exchange’s Gilt Edged and Fixed Interest Market is a regulated market for the purposes of Directive 93/22/EC (the “**Investment Services Directive**”). Information concerning any series of Notes and the terms and conditions thereof will be set forth in the applicable Securities Note which, with respect to Notes to be admitted to the Official List and to trading on the London Stock Exchange’s Gilt Edged and Fixed Interest Market, will be delivered to the UK Listing Authority and the London Stock Exchange, on or before the date of issue of such Notes.

See “**Risk Factors**” in the Base Prospectus (which is incorporated by reference herein) and the applicable Securities Note for a discussion of certain risks that should be considered in connection with certain types of Notes which may be offered under the Program.

**Arranger**  
**Merrill Lynch International**

**Dealers**  
**Merrill Lynch International   Merrill Lynch Capital Markets AG   Merrill Lynch (Singapore) Pte. Ltd.**

The Company accepts responsibility for the information contained in this Registration Document. To the best of the knowledge and belief of the Company (which has taken all reasonable care to ensure such is the case) the information contained in this Registration Document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Deloitte & Touche LLP accepts responsibility for its 2005 Auditors' Report and 2004 Auditors' Report (as each is defined in the section entitled "Documents Incorporated by Reference" herein). To the best of the knowledge and belief of Deloitte & Touche LLP (which has taken all reasonable care to ensure that such is the case) the information contained in the 2005 Auditors' Report and 2004 Auditors' Report is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Registration Document should be read in conjunction with all documents which are deemed to be incorporated herein by reference (see "Incorporation by Reference" below) and for a particular issue of or Tranche of Notes, in conjunction with any applicable Securities Note and summary document (as the case may be), which together, constitute a Prospectus for the purposes of the Prospectus Directive.

### INCORPORATION BY REFERENCE

The following sections of the Base Prospectus, as amended and/or supplemented from time to time by a supplementary prospectus, (which supplementary prospectus(es) shall also amend this Registration Document), and which document has been approved by the Financial Services Authority, shall be deemed to be incorporated in, and to form part of this Registration Document: (i) Risk Factors (on pages 8 to 14); (ii) Business Overview (on page 83); (iii) Selected Financial Data (on pages 84 to 85); (iv) Management (on page 86); (v) Executive Officers (on page 87); and (vi) General Information (on pages 95 to 100).

The following documents, which have been previously published simultaneously with the Registration Document and which, in each case, have been approved by the Financial Services Authority (the "FSA"), or filed with it, shall be deemed to be incorporated in, and to form part of, this Registration Document:

- (a) the Company's 2005 Annual Report on Form 10-K for the year ended December 30, 2005 (the "**2005 Annual Report**") (excluding the documents listed as Exhibits on pages 137 to 140 (*Exhibits and Financial Statement Schedules*)), which includes the audited consolidated balance sheets of the Company and its subsidiaries as of December 30, 2005 and December 31, 2004, and the related consolidated statements of earnings, changes in stockholders' equity, comprehensive income and cash flows for each of the three years in the period ended December 30, 2005, and the auditors' report dated February 27, 2006 thereon (the "**2005 Auditors' Report**");
- (b) the Company's 2004 Annual Report on Form 10-K for the year ended December 31, 2004 (the "**2004 Annual Report**") (excluding the documents listed as Exhibits in Part IV, Item 15, on pages 32-35 (*Exhibits and Financial Statement Schedules*)), which includes the audited consolidated balance sheets of the Company and its subsidiaries as of December 31, 2004 and December 26, 2003, and the related consolidated statements of earnings, changes in stockholders' equity, comprehensive income and cash flows for each of the three years in the period ended December 31, 2004, and the auditors' report dated March 2, 2005 thereon (the "**2004 Auditors' Report**");
- (c) the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2006 (the "**March 2006 10-Q**"); and
- (d) the Company's 2006 Proxy Statement dated March 10, 2006 in connection with its Annual Meeting of Shareholders (the "**Proxy Statement**"),

save that any statement contained 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 Registration Document to the extent that a statement contained herein, or section incorporated by reference in the Base Prospectus 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 part of this Registration Document.

## **DOCUMENTS AVAILABLE FOR COLLECTION AND INSPECTION**

From the date hereof and throughout the lifetime of the Program, the following documents will be available for collection without charge during normal office hours at, the office of the Paying Agent in Luxembourg, the principal office of the Agent in London, England and the principal office of the Company:

- (a) this Registration Document;
- (b) the Base Prospectus;
- (c) copies of the Company's Restated Certificate of Incorporation and By-laws;
- (d) the 2005 Annual Report and 2005 Auditors' Report;
- (e) the 2004 Annual Report and 2004 Auditors' Report;
- (f) the March 2006 10-Q;
- (g) the Proxy Statement; and
- (h) any future Base Prospectuses and supplements (including the Securities Note with respect to listed Notes) to the Base Prospectus.

Copies of the Agency Agreement (incorporating the forms of the Final Terms, the temporary global, permanent global and definitive Notes) and the Program Agreement, in each case, relating to the Program, will be available for inspection during normal office hours at the principal office of the Agent in London, England and the principal office of the Company and, for so long as any Notes are admitted to trading on the market of the Luxembourg Stock Exchange appearing on the list of regulated markets issued by the European Commission and/or listed on the Official List of the Luxembourg Stock Exchange, at the office of the Paying Agent in Luxembourg.

**MERRILL LYNCH & CO., INC.**

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United States of America

***Inquiries and Requests should be directed to:***

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Attention: Treasury

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