

SUPPLEMENT DATED NOVEMBER 3, 2006

Financial Services Authority
UK Listing Authority
Document approved
Date: 3 November 2006
Signed: 1 *[Signature]*
Signed: 2



MERRILL LYNCH & CO., INC.

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

**Issue of up to EUR77,000,000 Equity Index Linked Coupon Notes due December 15, 2011
under the U.S.\$60,000,000,000 Euro Medium-Term Note Program**

**SUPPLEMENTARY PROSPECTUS SUPPLEMENTING INITIAL PROSPECTUS DATED
OCTOBER 19, 2006**

Merrill Lynch & Co., Inc. (the "Company") has prepared this supplementary prospectus (the "Supplementary Prospectus" which constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000, which definition shall also include all information incorporated by reference therein) for use in connection with the public offer in Italy of up to EUR77,000,000 Equity Index Linked Coupon Notes due December 15, 2011 (the "Notes") issued under its U.S.\$60,000,000,000 Euro Medium-Term Note Program (the "Program").

The Company has previously prepared a securities note in respect of the Notes, dated October 19, 2006 (the "Securities Note") and a related summary conveying the essential characteristics and risks associated with the Company and the Notes (the "Summary") which, read together with the Registration Document dated May 10, 2006 (the "Registration Document") has been approved as a prospectus for the purposes of Directive 2003/71/EC (the "Prospectus Directive") by the Financial Services Authority (the "FSA") in its capacity as competent authority under the Financial Services and Markets Act 2000 ("FSMA") (the "UK Listing Authority") (the "Initial Prospectus").

The Initial Prospectus was prepared in connection with the listing of the Notes on the Official List of the UK Listing Authority and admission to trading on the London Stock Exchange's Gilt Edged and Fixed Interest Market; and the public offer of the Notes in the Republic of Italy.

The Company has prepared this Supplementary Prospectus to the Initial Prospectus to (a) amend the date of commencement of the offer period of the Notes as expressed in the Securities Note and related Summary; and (b) amend certain language relating to the existing credit ratings of the Company as expressed in the Securities Note.

The Issuer has requested that the UK Listing Authority provide to the competent authorities in the Republic of Italy only a certificate of approval attesting that this Supplementary Prospectus has been drawn up in accordance with the Prospectus Directive.

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

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

Save as disclosed in this Supplementary Prospectus, the Securities Note and related Summary, there has been no other significant new factor, material mistake or material inaccuracy relating to the information included in the Securities Note and related Summary since initial publication of the Securities Note and related Summary.

Arranger and Dealer

Merrill Lynch International

SECTION A - AMENDMENT TO REFERENCES IN SUMMARY

The paragraph in the Summary entitled "Offer Period and Distributors" shall be deleted in its entirety and replaced by the following paragraph:

Offer Period and Distributors:	<p>From (and including) November 6, 2006 up to (and including) December 11, 2006, during the hours in which banks are generally open for business in Milan, Italy.</p> <p>The Notes will be publicly offered in the Republic of Italy through the following institutions (together the "Distribution Network", or the "Distributors" and each, a "Distributor"): </p> <p>Banca Monte dei Paschi di Siena S.p.A. Piazza Salimbeni 53100 Siena Republic of Italy</p> <p>Banca Agricola Mantovana S.p.A. Corso Vittorio Emanuele, 30 46100 Mantova Republic of Italy</p> <p>Banca Toscana S.p.A. Via Leone Pancaldo, 4 50100 Firenze Republic of Italy</p> <p>The Notes will be placed into the Republic of Italy without any underwriting by the Distributors. No undertakings have been made by third parties to guarantee the subscription of the Notes.</p> <p>A prospective Noteholder should contact a Distributor prior to the end of the Offer Period. A prospective Noteholder will subscribe for Notes in accordance with the arrangements existing between the relevant Distributor and its customers relating to the subscription of securities generally. Noteholders will not be required to enter into any contractual arrangements directly with the Offeror related to the subscription for the Notes.</p>
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SECTION B - AMENDMENT TO REFERENCES IN SECURITIES NOTE

1. *Item 7 of Part A of the Final Terms shall be deleted in its entirety and replaced by the following replacement wording:*

7.	Offer Period:	<p>From (and including) November 6, 2006 up to (and including) December 11, 2006 during the hours in which banks are generally open for business in Milan, Italy.</p> <p>The Notes will be placed into the Republic of Italy without any underwriting by the Distributors. No undertakings have been made by third parties to guarantee the subscription of the Notes.</p> <p>A prospective Noteholder should contact a Distributor prior to the end of the Offer Period. A prospective Noteholder will subscribe for Notes in accordance with the arrangements existing between the relevant Distributor and its customers relating to the subscription of securities generally. Noteholders will not be required to enter into any contractual arrangements directly with the Issuer related to the subscription for the Notes.</p> <p>There are no pre-identified allotment criteria. The Distribution Manager will adopt allotment criteria that ensure equal treatment of prospective investors.</p> <p>For the avoidance of doubt, no dealings in the Notes may take place prior to the Issue Date.</p>
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2. Item 2 of Part B of the Final Terms shall be deleted in its entirety and replaced by the following replacement wording:

2.	RATINGS	
	Ratings:	<p>The Notes will be issued under the Program, which has been rated in relation to Senior Note issuances only:</p> <p>Standard & Poor's Ratings Services, a division of The McGraw-Hill Companies Inc.: AA-/A-1+. An obligation rated "AA" differs from the highest-rated obligations only to a small degree. The obligor's capacity to meet its financial commitment on the obligation is very strong. The ratings from "AA" to "CCC" may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the major rating categories.</p> <p>A short-term obligation rated "A-1" is rated in the highest category by S&P. The obligor's capacity to meet its financial commitment on the obligation is strong. Within this category, certain obligations are designated with a plus sign (+). This indicates that the obligor's capacity to meet its financial commitment on these obligations is extremely strong.</p> <p>Moody's Investors Service, Inc: Aa3. Obligations rated "Aa" are judged to be of high quality and are subject to very low credit risk. Moody's appends numerical modifiers 1, 2, and 3 to each generic rating classification from Aa through Caa. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category.</p> <p>Fitch Ratings: AA- "AA" ratings denote a very low expectation of credit risk. They indicate very strong capacity for timely payment of financial commitments. This capacity is not significantly vulnerable to foreseeable events. "+" or "-" denotes relative status within major rating categories.</p> <p>The information regarding ratings above has been extracted from the websites of Fitch Ratings ("Fitch"), Moody's Investors Service, Inc. ("Moody's") and Standard and Poor's Ratings Services, S&P, a division of The McGraw-Hill Companies, Inc. ("S&P") as applicable. The Offeror confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by Fitch, Moody's, and S&P, no facts have been omitted which would render the reproduced inaccurate or misleading.</p>

SIGNATURE PAGE

For Supplementary Prospectus dated November 3, 2006

**Relating to Initial Prospectus dated October 19, 2006 in respect of the Issue of up to EUR77,000,000 Equity
Index Linked Coupon Notes due December 15, 2011**

in each case of

MERRILL LYNCH & CO., INC.

RESPONSIBILITY

The Company accepts responsibility for the information contained in this Supplementary Prospectus.

Signed on behalf of the Company:

By: 

Name: *RICHARD STALIDWICK*

Title: *AUTHORIZED SIGNATORY*

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PUBLIC ACCOUNTING FIRM**

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