

091-041274

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 19b-4(e)**

**Information Required of a Self-Regulatory Organization Listing and Trading a New
Derivative Securities Product Pursuant to Rule 19b-4(e) Under the Securities Exchange Act of 1934**

READ ALL INSTRUCTIONS PRIOR TO COMPLETING FORM

Part I Initial Listing Report

1. Name of Self-Regulatory Organization Listing New Derivative Securities Product:

NYSE Arca, Inc.

2. Type of Issuer of New Derivative Securities Product (e.g., clearinghouse, broker-dealer, corporation, etc.):

Corporation

3. Class of New Derivative Securities Product:

Equity Linked Notes



08036747

4. Name of Underlying Instrument:

iShares® Dow Jones U.S. Real Estate Index Fund

5. If Underlying Instrument is an Index, State Whether it is Broad-Based or Narrow-Based:

N/A

6. Ticker Symbol(s) of New Derivative Securities Product:

SMM

7. Market or Markets Upon Which Securities Comprising Underlying Instrument Trades:

NYSE Arca

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8. Settlement Methodology of New Derivative Securities Product:

Regular way trades settle on T+3/Book entry only held in DTC.

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9. Position Limits of New Derivative Securities Product (if applicable):

Not applicable.

Part II Execution

The undersigned represents that the governing body of the above-referenced Self-Regulatory Organization has duly approved, or has duly delegated its approval to the undersigned for, the listing and trading of the above-referenced new derivative securities product according to its relevant trading rules, procedures, surveillance programs and listing standards.

Name of Official Responsible for Form:

Janet M. Kissane

Title:

Corporate Secretary

Telephone Number:

(212) 656-2039

Manual Signature of Official Responsible for Form:

Janet M. Kissane

December 16, 2008

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public Availability:	DEC 18 2008

Janet M. Kissane
Corporate Secretary

NYSE Arca, Inc.
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New York, NY 10005

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NYSE Arca

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Via Overnight Mail

December 17, 2008

Ms. Gail Jackson
US Securities and Exchange Commission
Division of Market Regulation
Station Place – Building I
100 F Street, N.E. – Room 6628
Washington, DC 20549

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public Availability:	DEC 18 2008

Re: Form 19b-4(e) –Merrill Lynch & Co., Inc. and WisdomTree Trust

Dear Ms. Jackson:

Enclosed for filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 and Rule 19b-4 thereunder, please find an original and nine copies of Form 19b-4(e) with respect to the following securities:

- WisdomTree Trust, WisdomTree LargeCap Growth Fund (Ticker Symbol ROI);
- Merrill Lynch & Co., Inc., Accelerated Return Bear Market Notes Linked to the S&P 500[®] Index due January 29, 2010 (Ticker Symbol BSB);
- Merrill Lynch & Co., Inc., Capped Leveraged Index Return Notes[®] Linked to the S&P 500[®] Index due May 28, 2010 (Ticker Symbol CUL);
- Merrill Lynch & Co., Inc., 100% Principal Protected Conditional Participation Notes Linked to the S&P 500[®] Index due December 2, 2009 (Ticker Symbol SVQ);
- Merrill Lynch & Co., Inc., Accelerated Return NotesSM Linked to the Consumer Staples Select Sector Index due January 29, 2010 (Ticker Symbol CAK);
- Merrill Lynch & Co., Inc., Strategic Accelerated Redemption Securities Linked to the S&P 500[®] Index due December 1, 2010 (Ticker Symbol SKP);
- Merrill Lynch & Co., Inc., Bear Market Strategic Accelerated Redemption Securities[®] Linked to the iShares[®] Dow Jones U.S. Real Estate Index Fund due June 2, 2010 (Ticker Symbol SMM);
- Merrill Lynch & Co., Inc., Accelerated Return NotesSM Linked to the MSCI EAFE Index[®] due January 29, 2010 (Ticker Symbol AMO); and

Gail Jackson
Division of Market Regulation
December 17, 2008
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- Merrill Lynch & Co., Inc., Accelerated Return NotesSM Linked to the S&P 500[®] Index due January 29, 2010 (Ticker Symbol SQD).

If you have any questions, please do not hesitate to call me at (212) 656-2062.

Sincerely,

A handwritten signature in black ink, appearing to read "Gail Jackson". The signature is written in a cursive style with a large initial "G".

Enclosures

Cc: Tim Malinowski (NYSE Euronext)

END