

BlackRock Inc.
Form 4
February 22, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
ANDERSON KEITH

(Last) (First) (Middle)

BLACKROCK, INC., 40 EAST
52ND STREET

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

BlackRock Inc. [BLK]

3. Date of Earliest Transaction
(Month/Day/Year)

02/20/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Vice Chairman

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Shares of Common Stock (par value \$0.01 per share)	02/20/2007		S		400	D	\$ 174.67	161,497.41 ⁽¹⁾	D
Shares of Common Stock (par value \$0.01 per share)	02/20/2007		S		1,000	D	\$ 174.68	160,497.41 ⁽¹⁾	D

Edgar Filing: BlackRock Inc. - Form 4

Shares of Common Stock (par value \$0.01 per share)	02/20/2007	S	200	D	\$ 174.69	160,297.41 <u>(1)</u>	D	
Shares of Common Stock (par value \$0.01 per share)	02/20/2007	S	600	D	\$ 174.7	159,697.41 <u>(1)</u>	D	
Shares of Common Stock (par value \$0.01 per share)	02/20/2007	S	200	D	\$ 174.72	159,497.41 <u>(1)</u>	D	
Shares of Common Stock (par value \$0.01 per share)	02/20/2007	S	100	D	\$ 174.73	159,397.41 <u>(1)</u>	D	
Shares of Common Stock (par value \$0.01 per share)	02/20/2007	S	300	D	\$ 174.75	159,097.41 <u>(1)</u>	D	
Shares of Common Stock (par value \$0.01 per share)						82,500	I	By family trust <u>(2)</u>
Shares of Common Stock (par value \$0.01 per share)						82,500	I	By family trust <u>(2)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDERSON KEITH BLACKROCK, INC. 40 EAST 52ND STREET NEW YORK, NY 10022			Vice Chairman	

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Keith
Anderson

02/22/2007

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Includes 9,552 shares of restricted Common Stock granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan (the "Incentive Plan"), vesting on 12/15/07. Also, includes 8,397 Restricted Stock Units granted under the Incentive Plan, vesting in equal installments on 1/31/08 and 1/31/09, and 16,446 Restricted Stock Units granted under the Incentive Plan, vesting in equal installments on 1/31/08, 1/31/09 and 1/31/10. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock.

(2) These shares are held in a trust for the benefit of one of the reporting person's children. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Remarks:

This Form 4 is being filed in two parts (part two of two).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Edgar Filing: BlackRock Inc. - Form 4

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.