

BlackRock Inc.
Form 4
November 06, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ANDERSON KEITH

2. Issuer Name and Ticker or Trading Symbol
BlackRock Inc. [BLK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

BLACKROCK, INC., 40 EAST
52ND STREET

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

11/03/2006

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

Vice Chairman

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person

____ Form filed by More than One Reporting Person

NEW YORK, NY 10022

(City) (State) (Zip)

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 | (D) | Price |
| Shares of Common Stock (par value \$0.01 per share) | 11/03/2006 | | S | | 100 | D | \$ 145.3 |
| | | | | | | | 257,425.41 <u>(1)</u> <u>(2)</u> |
| Shares of Common Stock (par value \$0.01 per share) | 11/03/2006 | | S | | 700 | D | \$ 145.37 |
| | | | | | | | 256,725.41 <u>(1)</u> <u>(2)</u> |

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| | | | | | | | |
|--|------------|---|-------|---|--------------|-------------------------------------|---|
| Shares of Common Stock (par value \$0.01 per share) | 11/03/2006 | S | 200 | D | \$ 145.55 | 256,525.41 <u>(1)</u> <u>(2)</u> | D |
| Shares of Common Stock (par value \$0.01 per share) | 11/03/2006 | S | 100 | D | \$ 145.6 | 256,425.41 <u>(1)</u> <u>(2)</u> | D |
| Shares of Common Stock (par value \$0.01 per share) | 11/03/2006 | S | 100 | D | \$ 145.62 | 256,325.41 <u>(1)</u> <u>(2)</u> | D |
| Shares of Common Stock (par value \$0.01 per share) | 11/03/2006 | S | 600 | D | \$ 145.63 | 255,725.41 <u>(1)</u> <u>(2)</u> | D |
| Shares of Common Stock (par value \$0.01 per share) | 11/03/2006 | S | 100 | D | \$ 147.2 | 255,625.41 <u>(1)</u> <u>(2)</u> | D |
| Shares of Common Stock (par value \$0.01 per share) | 11/03/2006 | S | 100 | D | \$ 147.3 | 255,525.41 <u>(1)</u> <u>(2)</u> | D |
| Shares of Common Stock (par value \$0.01 per share) | 11/03/2006 | S | 100 | D | \$ 147.53 | 255,425.41 <u>(1)</u> <u>(2)</u> | D |
| Shares of Common Stock (par value \$0.01 per | 11/03/2006 | S | 1,900 | D | \$ 147.54 | 253,525.41 <u>(1)</u> <u>(2)</u> | D |

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| | | | | | | | | | |
|--|------------|---|-------|---|--------------|------------------------------|--|---|-----------------------------------|
| share) | | | | | | | | | |
| Shares of Common Stock (par value \$0.01 per share) | 11/03/2006 | S | 1,400 | D | \$ 147.62 | 252,125.41 <u>(1) (2)</u> | | D | |
| Shares of Common Stock (par value \$0.01 per share) | 11/03/2006 | S | 600 | D | \$ 147.67 | 251,525.41 <u>(1) (2)</u> | | D | |
| Shares of Common Stock (par value \$0.01 per share) | 11/03/2006 | S | 1,300 | D | \$ 148.02 | 250,225.41 <u>(1) (2)</u> | | D | |
| Shares of Common Stock (par value \$0.01 per share) | 11/03/2006 | S | 200 | D | \$ 148.1 | 250,025.41 <u>(1) (2)</u> | | D | |
| Shares of Common Stock (par value \$0.01 per share) | 11/03/2006 | S | 100 | D | \$ 148.2 | 249,925.41 <u>(1) (2)</u> | | D | |
| Shares of Common Stock (par value \$0.01 per share) | 11/03/2006 | S | 200 | D | \$ 148.25 | 249,725.41 <u>(1) (2)</u> | | D | |
| Shares of Common Stock (par value \$0.01 per share) | 11/03/2006 | S | 500 | D | \$ 148.54 | 249,225.41 <u>(1) (2)</u> | | D | |
| Shares of Common Stock (par value | | | | | | 82,500 | | I | By family trust ⁽³⁾ |

\$0.01 per share)

Shares of Common Stock (par value \$0.01 per share)

82,500

I

By family trust ⁽³⁾

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

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SEC 1474 (9-02)

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 (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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

11/06/2006

__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 1,309 shares of Common Stock held by the reporting person through October 31, 2006 under the BlackRock, Inc. Retirement Savings Plan (the "RSP"). The information on this report with respect to the RSP is based on a plan statement dated as of October 31, 2006. Also includes 2,639 shares of Common Stock acquired under the BlackRock, Inc. Employee Stock Purchase Plan through July 31, 2006. Also includes 7,238 shares of Common Stock granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan as restricted shares and which are now fully vested. Also includes 19,103 shares of restricted Common Stock granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan, vesting in two equal installments on 12/15/06 and 12/15/07.

(2) Also includes 12,595 Restricted Stock Units granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock and vests in three equal installments on 1/31/07, 1/31/08 and 1/31/09.

(3) 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.

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

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