

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
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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

(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)
08/03/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	(D)	Price
Shares of Class A Common Stock (par value \$0.01 per share)	08/03/2006		S		4,600	D	\$ 128.53
							289,921 (1)
Shares of Class A Common Stock (par value	08/03/2006		S		3,400	D	\$ 128.73
							286,521 (1)

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\$0.01 per share)							
Shares of Class A Common Stock (par value \$0.01 per share)	08/03/2006	S	1,000	D	\$ 128.74	285,521 ⁽¹⁾	D
Shares of Class A Common Stock (par value \$0.01 per share)	08/03/2006	S	1,000	D	\$ 128.86	284,521 ⁽¹⁾	D
Shares of Class A Common Stock (par value \$0.01 per share)	08/04/2006	S	500	D	\$ 129.16	284,021 ⁽¹⁾	D
Shares of Class A Common Stock (par value \$0.01 per share)	08/04/2006	S	8,500	D	\$ 129.25	275,521 ⁽¹⁾	D
Shares of Class A Common Stock (par value \$0.01 per share)	08/04/2006	S	200	D	\$ 129.26	275,321 ⁽¹⁾	D
Shares of Class A Common Stock (par value \$0.01 per share)	08/04/2006	S	200	D	\$ 129.27	275,121 ⁽¹⁾	D
Shares of Class A Common	08/04/2006	S	300	D	\$ 129.34	274,821 ⁽¹⁾	D

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Stock (par value \$0.01 per share)								
Shares of Class A Common Stock (par value \$0.01 per share)	08/04/2006	S	400	D	\$ 129.5	274,421 ⁽¹⁾	D	
Shares of Class A Common Stock (par value \$0.01 per share)	08/04/2006	S	200	D	\$ 129.57	274,221 ⁽¹⁾	D	
Shares of Common Stock (par value \$0.01 per share)	11/02/2006	S	1,800	D	\$ 147	272,425.41 ^{(2) (3)}	D	
Shares of Common Stock (par value \$0.01 per share)	11/02/2006	S	400	D	\$ 147.05	272,025.41 ^{(2) (3)}	D	
Shares of Common Stock (par value \$0.01 per share)	11/02/2006	S	500	D	\$ 147.07	271,525.41 ^{(2) (3)}	D	
Shares of Common Stock (par value \$0.01 per share)	11/02/2006	S	1,000	D	\$ 147.64	270,525.41 ^{(2) (3)}	D	
Shares of Common Stock (par value \$0.01 per share)	11/02/2006	S	700	D	\$ 147.65	269,825.41 ^{(2) (3)}	D	

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share)							
Shares of Common Stock (par value \$0.01 per share)	11/02/2006	S	400	D	\$ 147.78	269,425.41 <u>(2) (3)</u>	D
Shares of Common Stock (par value \$0.01 per share)	11/02/2006	S	100	D	\$ 147.79	269,325.41 <u>(2) (3)</u>	D
Shares of Common Stock (par value \$0.01 per share)	11/02/2006	S	1,900	D	\$ 147.8	267,425.41 <u>(2) (3)</u>	D
Shares of Common Stock (par value \$0.01 per share)	11/02/2006	S	100	D	\$ 147.82	267,325.41 <u>(2) (3)</u>	D
Shares of Common Stock (par value \$0.01 per share)	11/02/2006	S	700	D	\$ 147.83	266,625.41 <u>(2) (3)</u>	D
Shares of Common Stock (par value \$0.01 per share)	11/02/2006	S	4,600	D	\$ 147.9	262,025.41 <u>(2) (3)</u>	D
Shares of Common Stock (par value \$0.01 per share)	11/02/2006	S	1,200	D	\$ 147.95	260,825.41 <u>(2) (3)</u>	D
Shares of Common Stock (par value	11/02/2006	S	300	D	\$ 147.97	260,525.41 <u>(2) (3)</u>	D

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\$0.01 per share)									
Shares of Common Stock (par value \$0.01 per share)	11/02/2006	S	500	D	\$ 147.99	260,025.41 (2) (3)	D		
Shares of Common Stock (par value \$0.01 per share)	11/02/2006	S	1,900	D	\$ 148	258,125.41 (2) (3)	D		
Shares of Common Stock (par value \$0.01 per share)	11/02/2006	S	100	D	\$ 148.01	258,025.41 (2) (3)	D		
Shares of Common Stock (par value \$0.01 per share)	11/02/2006	S	500	D	\$ 148.02	257,525.41 (2) (3)	D		
Shares of Common Stock (par value \$0.01 per share)						82,500	I		By family trust ⁽⁴⁾
Shares of Common Stock (par value \$0.01 per share)						82,500	I		By family trust ⁽⁴⁾

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 number.

SEC 1474
(9-02)

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

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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 Owned Following Reporting Transaction (Instr. 6)
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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 1,305 shares of Class A Common Stock acquired by the reporting person through July 31, 2006 under The PNC Financial Services Group, Inc. Incentive Savings Plan (the "ISP"). Also includes 2,639 shares of Class A Common Stock acquired under the BlackRock, Inc. Employee Stock Purchase Plan through July 31, 2006. Also includes 7,238 shares of Class A 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 Class A 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. 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 Class A Common Stock and vests in three equal installments on 1/31/07, 1/31/08 and 1/31/09.
- (2) 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 successor to the ISP. 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.
- (3) 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. Also includes .4175 of a share of Common Stock that was previously .4175 of a share of Class B Common Stock.

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- (4) 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:

On September 29, 2006, the corporation then known as BlackRock, Inc. ("Old BlackRock") merged with its wholly-owned su

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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