

BlackRock Inc.
Form 4
October 22, 2007

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

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 *
HALLAC CHARLES

(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)
10/18/2007

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Shares of Common Stock (par value \$0.01 per share)	10/18/2007		S		100	D	\$ 188.74
							472,442.3828 (1)
Shares of Common Stock (par value \$0.01 per share)	10/18/2007		S		100	D	\$ 188.77
							472,342.3828 (1)

Edgar Filing: BlackRock Inc. - Form 4

Shares of Common Stock (par value \$0.01 per share)	10/18/2007	S	100	D	\$ 188.82	472,242.3828 <u>(1)</u>	D	
Shares of Common Stock (par value \$0.01 per share)	10/18/2007	S	100	D	\$ 188.83	472,142.3828 <u>(1)</u>	D	
Shares of Common Stock (par value \$0.01 per share)	10/18/2007	S	300	D	\$ 189.3	471,842.3828 <u>(1)</u>	D	
Shares of Common Stock (par value \$0.01 per share)	10/18/2007	S	100	D	\$ 189.54	471,742.3828 <u>(1)</u>	D	
Shares of Common Stock (par value \$0.01 per share)	10/18/2007	S	100	D	\$ 189.55	471,642.3828 <u>(1)</u>	D	
Shares of Common Stock (par value \$0.01 per share)						36,847.3924	I	By family trust <u>(2)</u>
Shares of Common Stock (par value \$0.01 per share)						682.1424	I	By family trust <u>(2)</u>
Shares of Common Stock (par value \$0.01 per						58,704.392	I	By family trust <u>(2)</u>

Edgar Filing: BlackRock Inc. - Form 4

These shares are held in a trust for the benefit of the reporting person's children. The reporting person 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 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.

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.