

BlackRock Inc.  
Form 4  
January 25, 2008

**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 \*  
NOVICK BARBARA

(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)

01/23/2008

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 or (D) Price   |  |  |                     |   |
| Shares of Common Stock (par value \$0.01 per share) | 01/25/2008                           |  | S                              |   | 200   | D  | \$ 215.14                                  | 194,417.8525<br>(1) | D |
| Shares of Common Stock (par value \$0.01 per share) | 01/25/2008                           |  | S                              |   | 600   | D  | \$ 215.16                                  | 193,817.8525<br>(1) | D |

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|  |            |   |       |   |                |                            |   |
|--|------------|---|-------|---|----------------|----------------------------|---|
| Shares of<br>Common<br>Stock<br>(par value<br>\$0.01 per<br>share) | 01/25/2008 | S | 83    | D | \$ 215.185     | <u>193,734.8525</u><br>(1) | D |
| Shares of<br>Common<br>Stock<br>(par value<br>\$0.01 per<br>share) | 01/25/2008 | S | 100   | D | \$<br>215.1925 | <u>193,634.8525</u><br>(1) | D |
| Shares of<br>Common<br>Stock<br>(par value<br>\$0.01 per<br>share) | 01/25/2008 | S | 2,200 | D | \$ 215.2       | <u>191,434.8525</u><br>(1) | D |
| Shares of<br>Common<br>Stock<br>(par value<br>\$0.01 per<br>share) | 01/25/2008 | S | 200   | D | \$ 215.21      | <u>191,234.8525</u><br>(1) | D |
| Shares of<br>Common<br>Stock<br>(par value<br>\$0.01 per<br>share) | 01/25/2008 | S | 200   | D | \$ 215.23      | <u>191,034.8525</u><br>(1) | D |
| Shares of<br>Common<br>Stock<br>(par value<br>\$0.01 per<br>share) | 01/25/2008 | S | 200   | D | \$<br>215.2375 | <u>190,834.8525</u><br>(1) | D |
| Shares of<br>Common<br>Stock<br>(par value<br>\$0.01 per<br>share) | 01/25/2008 | S | 700   | D | \$ 215.25      | <u>190,134.8525</u><br>(1) | D |
| Shares of<br>Common<br>Stock<br>(par value<br>\$0.01 per           | 01/25/2008 | S | 200   | D | \$ 215.34      | <u>189,934.8525</u><br>(1) | D |

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share)

|  |            |   |     |   |                |                            |   |
|--|------------|---|-----|---|----------------|----------------------------|---|
| Shares of<br>Common<br>Stock<br>(par value<br>\$0.01 per<br>share) | 01/25/2008 | S | 100 | D | \$<br>215.3775 | <u>189,834.8525</u><br>(1) | D |
|--|------------|---|-----|---|----------------|----------------------------|---|

|  |            |   |     |   |           |                            |   |
|--|------------|---|-----|---|-----------|----------------------------|---|
| Shares of<br>Common<br>Stock<br>(par value<br>\$0.01 per<br>share) | 01/25/2008 | S | 200 | D | \$ 215.38 | <u>189,634.8525</u><br>(1) | D |
|--|------------|---|-----|---|-----------|----------------------------|---|

|  |            |   |     |   |           |                            |   |
|--|------------|---|-----|---|-----------|----------------------------|---|
| Shares of<br>Common<br>Stock<br>(par value<br>\$0.01 per<br>share) | 01/25/2008 | S | 200 | D | \$ 215.41 | <u>189,434.8525</u><br>(1) | D |
|--|------------|---|-----|---|-----------|----------------------------|---|

|  |            |   |     |   |           |                            |   |
|--|------------|---|-----|---|-----------|----------------------------|---|
| Shares of<br>Common<br>Stock<br>(par value<br>\$0.01 per<br>share) | 01/25/2008 | S | 100 | D | \$ 215.42 | <u>189,334.8525</u><br>(1) | D |
|--|------------|---|-----|---|-----------|----------------------------|---|

|  |            |   |     |   |           |                            |   |
|--|------------|---|-----|---|-----------|----------------------------|---|
| Shares of<br>Common<br>Stock<br>(par value<br>\$0.01 per<br>share) | 01/25/2008 | S | 400 | D | \$ 215.44 | <u>188,934.8525</u><br>(1) | D |
|--|------------|---|-----|---|-----------|----------------------------|---|

|  |            |   |     |   |           |                            |   |
|--|------------|---|-----|---|-----------|----------------------------|---|
| Shares of<br>Common<br>Stock<br>(par value<br>\$0.01 per<br>share) | 01/25/2008 | S | 100 | D | \$ 215.45 | <u>188,834.8525</u><br>(1) | D |
|--|------------|---|-----|---|-----------|----------------------------|---|

|  |            |   |     |   |           |                            |   |
|--|------------|---|-----|---|-----------|----------------------------|---|
| Shares of<br>Common<br>Stock<br>(par value<br>\$0.01 per<br>share) | 01/25/2008 | S | 100 | D | \$ 215.49 | <u>188,734.8525</u><br>(1) | D |
|--|------------|---|-----|---|-----------|----------------------------|---|

|  |            |   |     |   |           |                            |   |
|--|------------|---|-----|---|-----------|----------------------------|---|
| Shares of<br>Common<br>Stock<br>(par value | 01/25/2008 | S | 300 | D | \$ 215.51 | <u>188,434.8525</u><br>(1) | D |
|--|------------|---|-----|---|-----------|----------------------------|---|

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|   |            |   |       |   |           |                            |   |
|---|------------|---|-------|---|-----------|----------------------------|---|
| \$0.01 per share)                                   |            |   |       |   |           |                            |   |
| Shares of Common Stock (par value \$0.01 per share) | 01/25/2008 | S | 100   | D | \$ 215.57 | <u>188,334.8525</u><br>(1) | D |
| Shares of Common Stock (par value \$0.01 per share) | 01/25/2008 | S | 1,100 | D | \$ 215.6  | <u>187,234.8525</u><br>(1) | D |
| Shares of Common Stock (par value \$0.01 per share) | 01/25/2008 | S | 500   | D | \$ 215.69 | <u>186,734.8525</u><br>(1) | D |
| Shares of Common Stock (par value \$0.01 per share) | 01/25/2008 | S | 400   | D | \$ 215.71 | <u>186,334.8525</u><br>(1) | D |
| Shares of Common Stock (par value \$0.01 per share) | 01/25/2008 | S | 2,500 | D | \$ 215.73 | <u>183,834.8525</u><br>(1) | D |
| Shares of Common Stock (par value \$0.01 per share) | 01/25/2008 | S | 200   | D | \$ 215.74 | <u>183,634.8525</u><br>(1) | D |
| Shares of Common Stock (par value \$0.01 per share) | 01/25/2008 | S | 600   | D | \$ 215.75 | <u>183,034.8525</u><br>(1) | D |
| Shares of Common Stock                              | 01/25/2008 | S | 100   | D | \$ 215.77 | <u>182,934.8525</u><br>(1) | D |

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(par value  
\$0.01 per  
share)

Shares of  
Common

|   |            |   |     |   |           |                            |   |
|---|------------|---|-----|---|-----------|----------------------------|---|
| Stock<br>(par value<br>\$0.01 per<br>share) | 01/25/2008 | S | 200 | D | \$ 215.78 | <u>182,734.8525</u><br>(1) | D |
|---|------------|---|-----|---|-----------|----------------------------|---|

Shares of  
Common

|   |            |   |     |   |           |                            |   |
|---|------------|---|-----|---|-----------|----------------------------|---|
| Stock<br>(par value<br>\$0.01 per<br>share) | 01/25/2008 | S | 200 | D | \$ 215.79 | <u>182,534.8525</u><br>(1) | D |
|---|------------|---|-----|---|-----------|----------------------------|---|

Shares of  
Common

|   |            |   |     |   |        |                            |   |
|---|------------|---|-----|---|--------|----------------------------|---|
| Stock<br>(par value<br>\$0.01 per<br>share) | 01/25/2008 | S | 200 | D | \$ 216 | <u>182,334.8525</u><br>(1) | D |
|---|------------|---|-----|---|--------|----------------------------|---|

Shares of  
Common

|   |            |   |     |   |           |                            |   |
|---|------------|---|-----|---|-----------|----------------------------|---|
| Stock<br>(par value<br>\$0.01 per<br>share) | 01/25/2008 | S | 100 | D | \$ 216.19 | <u>182,234.8525</u><br>(1) | D |
|---|------------|---|-----|---|-----------|----------------------------|---|

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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or   |

Number  
of  
Shares

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |               |       |
|--|---------------|-----------|---------------|-------|
|  | Director      | 10% Owner | Officer       | Other |
| NOVICK BARBARA<br>BLACKROCK, INC.<br>40 EAST 52ND STREET<br>NEW YORK, NY 10022 |               |           | Vice Chairman |       |

## Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Barbara  
Novick

01/25/2008

\_\_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 6,335 restricted stock units granted under the Blackrock, Inc. 1999 Stock Award and Incentive Plan (the "Incentive Plan"), vesting in equal installments on 1/31/08 and 1/31/09, and 7,475 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.

### Remarks:

This form is being filed in four parts (4 of 4).

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.