BlackRock Inc.
Form 4
July 22, 2008

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLUB BENNETT

(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)
07/18/2008

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 below) _____ Other (specify 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)	07/18/2008		M		15,000	A	$ 37.36	228,483.854 (1)	D	
Shares of Common Stock (par value $0.01 per share)	07/18/2008		S		100	D	$ 214.6	228,383.854 (1)	D	

Shares of Common Stock (par value $0.01 per share)	07/18/2008	S	200	D	$ 214.63	228,183.854 (1)	D
Shares of Common Stock (par value $0.01 per share)	07/18/2008	S	100	D	$ 214.65	228,083.854 (1)	D
Shares of Common Stock (par value $0.01 per share)	07/18/2008	S	100	D	$ 214.69	227,983.854 (1)	D
Shares of Common Stock (par value $0.01 per share)	07/18/2008	S	500	D	$ 214.705	227,483.854 (1)	D
Shares of Common Stock (par value $0.01 per share)	07/18/2008	S	700	D	$ 214.715	226,783.854 (1)	D
Shares of Common Stock (par value $0.01 per share)	07/18/2008	S	1,000	D	$ 214.7275	225,783.854 (1)	D
Shares of Common Stock (par value $0.01 per share)	07/18/2008	S	800	D	$ 214.7375	224,983.854 (1)	D
Shares of Common Stock (par value $0.01 per	07/18/2008	S	500	D	$ 214.7425	224,483.854 (1)	D

share)							
Shares of Common Stock (par value $0.01 per share)	07/18/2008	S	600	D	$ 214.745	223,883.854 (1)	D
Shares of Common Stock (par value $0.01 per share)	07/18/2008	S	100	D	$ 214.77	223,783.854 (1)	D
Shares of Common Stock (par value $0.01 per share)	07/18/2008	S	200	D	$ 214.78	223,583.854 (1)	D
Shares of Common Stock (par value $0.01 per share)	07/18/2008	S	700	D	$ 214.805	222,883.854 (1)	D
Shares of Common Stock (par value $0.01 per share)	07/18/2008	S	400	D	$ 214.84	222,483.854 (1)	D
Shares of Common Stock (par value $0.01 per share)	07/18/2008	S	500	D	$ 214.85	221,983.854 (1)	D
Shares of Common Stock (par value $0.01 per share)	07/18/2008	S	200	D	$ 214.88	221,783.854 (1)	D
Shares of Common Stock (par value	07/18/2008	S	400	D	$ 214.89	221,383.854 (1)	D

$0.01 per share)							
Shares of Common Stock (par value $0.01 per share)	07/18/2008	S	200	D	$ 214.9125	221,183.854 (1)	D
Shares of Common Stock (par value $0.01 per share)	07/18/2008	S	200	D	$ 214.9175	220,983.854 (1)	D
Shares of Common Stock (par value $0.01 per share)	07/18/2008	S	200	D	$ 214.95	220,783.854 (1)	D
Shares of Common Stock (par value $0.01 per share)	07/18/2008	S	400	D	$ 214.97	220,383.854 (1)	D
Shares of Common Stock (par value $0.01 per share)	07/18/2008	S	300	D	$ 214.975	220,083.854 (1)	D
Shares of Common Stock (par value $0.01 per share)	07/18/2008	S	400	D	$ 214.98	219,683.854 (1)	D
Shares of Common Stock (par value $0.01 per share)	07/18/2008	S	200	D	$ 214.99	219,483.854 (1)	D
Shares of Common Stock	07/18/2008	S	500	D	$ 215	218,983.854 (1)	D

(par value $0.01 per share)								
Shares of Common Stock (par value $0.01 per share)	07/18/2008	S	100	D	$ 215.01	218,883.854 (1)	D	
Shares of Common Stock (par value $0.01 per share)	07/18/2008	S	100	D	$ 215.025	218,783.854 (1)	D	
Shares of Common Stock (par value $0.01 per share)	07/18/2008	S	100	D	$ 215.05	218,683.854 (1)	D	
Shares of Common Stock (par value $0.01 per share)	07/18/2008	S	200	D	$ 215.055	218,483.854 (1)	D	

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Shares of Common Stock (par value $0.01 per share)	$ 37.36	07/18/2008		M	15,000	12/31/2006	10/15/2012	Common Stock (par value $0.01 per share)	15,000

Reporting Owners

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

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Bennett W. Golub	07/22/2008
**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 215.5845 shares of Common Stock acquired by the reporting person under the BlackRock, Inc. Employee Stock Purchase Plan. Also includes 1,307.7895 shares of Common Stock held in the BlackRock, Inc. Retirement Savings Plan. Also includes (i) 1,987 restricted stock units granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan (the "Incentive Plan"), vesting on January 31, 2009, (ii) 2,516 restricted stock units granted under the Incentive Plan, vesting in equal installments on January 31, 2009 and January 31, 2010 and (iii) 4,941 restricted stock units granted under the Incentive Plan, vesting in equal installments on January 31, 2009, January 31, 2010 and January 31, 2011. Each restricted stock unit is payable solely by delivery of an equal number of shares of Common Stock.

Remarks:

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

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