

BlackRock Inc.
Form 4
August 05, 2008

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MERRILL LYNCH & CO INC

(Last) (First) (Middle)

4 WORLD FINANCIAL CENTER,

(Street)

NEW YORK, NY 10080

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

BlackRock Inc. [BLK]

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

07/09/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

____ Form filed by One Reporting Person
____X____ 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	
Common Stock	07/16/2008		P		100 ⁽¹⁾ (2)	A \$ 173.87	52,395,182 (3) D
Common Stock	07/17/2008		S		100 ⁽¹⁾ (2)	D \$ 203.0878	52,395,082 (3) D
Common Stock	07/17/2008		P		100 ⁽¹⁾ (2)	A \$ 203.335	52,395,182 (3) D
Common Stock	07/17/2008		S		100 ⁽¹⁾ (2)	D \$ 208.37	52,395,082 (3) D
Common Stock	07/24/2008		P		25 ⁽¹⁾ (2)	A \$ 215.02	52,395,107 (3) D
	07/29/2008		S			D \$ 217.78	D

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Common Stock			25 ⁽¹⁾ <u>(2)</u>			52,395,082 <u>(3)</u>	
Common Stock	07/30/2008	P	45 ⁽¹⁾ <u>(2)</u>	A	\$ 224.59	52,395,127 <u>(3)</u>	D
Common Stock	07/31/2008	S	45 ⁽¹⁾ <u>(2)</u>	D	\$ 219.7	52,395,082 <u>(3)</u>	D

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. Amount or Number of Shares
Option Put	\$ 6.4	07/09/2008		S	100 <u>(1)</u> <u>(2)</u>	07/19/2008 07/19/2008	Common Stock	10,000
Option Put	\$ 15.52	07/15/2008		P	100 <u>(1)</u> <u>(2)</u>	07/19/2008 07/19/2008	Common Stock	10,000

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10%
Owner Officer Other

MERRILL LYNCH & CO INC
4 WORLD FINANCIAL CENTER
NEW YORK, NY 10080

X

MERRILL LYNCH INVESTMENT MANAGERS LP
PO BOX 9011
PRINCETON, NJ 08543

X

MERRILL LYNCH PIERCE FENNER & SMITH INC
4 WORLD FINANCIAL CENTER
NEW YORK, NY 10080

X

FUND ASSET MANAGEMENT LP
800 SCUDDERS MILL RD
PLAINSBORO, NJ 08536

X

PRINCETON ADMINISTRATORS LP
C/O MERRILL LYNCH ASSET MANAGEMENT
PO BOX 9011
PRINCETON, NJ 08543

X

Signatures

Merrill Lynch & Co., Inc. By: Richard B. Alsop, Vice President 08/05/2008

__Signature of Reporting Person

Date

Merrill Lynch Investment Managers, L.P. By Princeton Services Inc., Its General Partner By: Carlos M. Morales, Senior Vice President 08/05/2008

__Signature of Reporting Person

Date

Merrill Lynch, Pierce, Fenner & Smith., Inc. By: Carlos M. Morales, Senior Vice President 08/05/2008

__Signature of Reporting Person

Date

Fund Asset Management, L.P. By Princeton Services Inc., Its General Partner By: Carlos M. Morales, Senior Vice President 08/05/2008

__Signature of Reporting Person

Date

Princeton Administrators, L.P. By Princeton Services Inc., Its General partner By: Carlos M. Morales, Senior Vice President 08/05/2008

__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) This transaction reflects transaction executed by Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS"), a wholly-owned subsidiary of Merrill Lynch & Co., Inc. (MLCO), to correct errors made in connection with trades in issuer's common stock.

(2) The Reporting Person disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein. In connection with all of the transactions reported on this form, the Reporting Person has agreed to voluntarily remit appropriate profits, if any, to BLK. The Reporting Person disclaims that the transactions reported on this Form are subject to reporting under Section 16(a) or disorgement under Section 16(b), and this report shall not be deemed an admission that those sections apply to these transactions.

(3) Merrill Lynch & Co., Inc. (MLCO) directly or indirectly through its wholly-owned subsidiaries, Merrill Lynch Investment Managers, L.P., Fund Asset Management, L.P. and Princeton Administrators, L.P. owns 52,395,082 shares of the Issuer's Common Stock.

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.