

BLACKROCK INC /NY

Form 4

April 26, 2006

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 *
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 /NY [BLK]

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

04/24/2006

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 ____ Other (specify
below) 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)
Shares of Class A Common Stock (par value \$0.01 per share)	04/24/2006		S	2,700	D	\$ 316,717 ⁽¹⁾ 148.0011 ⁽²⁾	D
Shares of Class A Common Stock (par value	04/24/2006		S	300	D	\$ 148.4 316,417 ⁽¹⁾ ⁽²⁾	D

\$0.01 per
share)

Shares of
Class A
Common

Stock (par 04/24/2006
value

\$0.01 per
share)

S	2,000	D	\$ 148	314,417 ⁽¹⁾ <u>(2)</u>	D
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Shares of
Class A
Common

Stock (par 04/24/2006
value

\$0.01 per
share)

S	2,600	D	\$ 148.0035	311,817 ⁽¹⁾ <u>(2)</u>	D
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Shares of
Class A
Common

Stock (par 04/24/2006
value

\$0.01 per
share)

S	400	D	\$ 148.18	311,417 ⁽¹⁾ <u>(2)</u>	D
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Shares of
Class A
Common

Stock (par 04/24/2006
value

\$0.01 per
share)

S	6,900	D	\$ 148.5035	304,517 ⁽¹⁾ <u>(2)</u>	D
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Shares of
Class A
Common

Stock (par 04/24/2006
value

\$0.01 per
share)

S	100	D	\$ 149.01	304,417 ⁽¹⁾ <u>(2)</u>	D
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Shares of
Class A
Common

Stock (par 04/24/2006
value

\$0.01 per
share)

S	3,200	D	\$ 148.5	301,217 ⁽¹⁾ <u>(2)</u>	D
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Shares of 04/24/2006
Class A
Common

S	1,800	D	\$ 148.4	299,417 ⁽¹⁾ <u>(2)</u>	D
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Stock (par
value
\$0.01 per
share)

Shares of
Class A
Common

Stock (par value \$0.01 per share)	04/25/2006	S	2,000	D	\$ 148	297,417 ⁽¹⁾ <u>(2)</u>	D
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Shares of
Class A
Common

Stock (par value \$0.01 per share)	04/26/2006	S	3,000	D	\$ 151.1513	294,417 ⁽¹⁾ <u>(2)</u>	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
	Vice Chairman

ANDERSON KEITH
BLACKROCK, INC.
40 EAST 52ND STREET
NEW YORK, NY 10022

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Keith T.
Anderson

04/26/2006

__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).

Includes 1,286 shares of Class A Common Stock acquired by the reporting person through March 31, 2006 under The PNC Financial Services Group, Inc. Incentive Savings Plan (the "ISP"). The information on this report with respect to the ISP is based on a plan statement dated as of March 31, 2006. Also includes 2,554 shares of Class A Common Stock acquired under the BlackRock, Inc.

- (1) Employee Stock Purchase Plan through January 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

- (2) 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.

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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