

BlackRock Inc.
Form 4
November 06, 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

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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. [BLK]

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

08/03/2006

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Shares of Class A Common Stock (par value \$0.01 per share)	08/03/2006		S	4,600 D	\$ 128.53	289,921 ⁽¹⁾	D
Shares of Class A Common Stock (par value	08/03/2006		S	3,400 D	\$ 128.73	286,521 ⁽¹⁾	D

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\$0.01 per
share)

Shares of
Class A
Common

Stock (par 08/03/2006

S 1,000 D \$ 128.74 285,521 ⁽¹⁾ D

value
\$0.01 per
share)

Shares of
Class A
Common

Stock (par 08/03/2006

S 1,000 D \$ 128.86 284,521 ⁽¹⁾ D

value
\$0.01 per
share)

Shares of
Class A
Common

Stock (par 08/04/2006

S 500 D \$ 129.16 284,021 ⁽¹⁾ D

value
\$0.01 per
share)

Shares of
Class A
Common

Stock (par 08/04/2006

S 8,500 D \$ 129.25 275,521 ⁽¹⁾ D

value
\$0.01 per
share)

Shares of
Class A
Common

Stock (par 08/04/2006

S 200 D \$ 129.26 275,321 ⁽¹⁾ D

value
\$0.01 per
share)

Shares of
Class A
Common

Stock (par 08/04/2006

S 200 D \$ 129.27 275,121 ⁽¹⁾ D

value
\$0.01 per
share)

Shares of
Class A
Common

08/04/2006

S 300 D \$ 129.34 274,821 ⁽¹⁾ D

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Stock (par value \$0.01 per share)								
Shares of Class A Common								
Stock (par value \$0.01 per share)	08/04/2006	S	400	D	\$ 129.5	274,421 ⁽¹⁾	D	
Shares of Class A Common								
Stock (par value \$0.01 per share)	08/04/2006	S	200	D	\$ 129.57	274,221 ⁽¹⁾	D	
Shares of Common								
Stock (par value \$0.01 per share)	11/02/2006	S	1,800	D	\$ 147	272,425.41 ^{(2) (3)}	D	
Shares of Common								
Stock (par value \$0.01 per share)	11/02/2006	S	400	D	\$ 147.05	272,025.41 ^{(2) (3)}	D	
Shares of Common								
Stock (par value \$0.01 per share)	11/02/2006	S	500	D	\$ 147.07	271,525.41 ^{(2) (3)}	D	
Shares of Common								
Stock (par value \$0.01 per share)	11/02/2006	S	1,000	D	\$ 147.64	270,525.41 ^{(2) (3)}	D	
Shares of Common								
Stock (par value \$0.01 per share)	11/02/2006	S	700	D	\$ 147.65	269,825.41 ^{(2) (3)}	D	

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share)

Shares of
Common
Stock (par
value
\$0.01 per
share)

11/02/2006

S

400

D

\$
147.78

269,425.41
(2) (3)

D

Shares of
Common
Stock (par
value
\$0.01 per
share)

11/02/2006

S

100

D

\$
147.79

269,325.41
(2) (3)

D

Shares of
Common
Stock (par
value
\$0.01 per
share)

11/02/2006

S

1,900

D

\$ 147.8

267,425.41
(2) (3)

D

Shares of
Common
Stock (par
value
\$0.01 per
share)

11/02/2006

S

100

D

\$
147.82

267,325.41
(2) (3)

D

Shares of
Common
Stock (par
value
\$0.01 per
share)

11/02/2006

S

700

D

\$
147.83

266,625.41
(2) (3)

D

Shares of
Common
Stock (par
value
\$0.01 per
share)

11/02/2006

S

4,600

D

\$ 147.9

262,025.41
(2) (3)

D

Shares of
Common
Stock (par
value
\$0.01 per
share)

11/02/2006

S

1,200

D

\$
147.95

260,825.41
(2) (3)

D

Shares of
Common
Stock (par
value)

11/02/2006

S

300

D

\$
147.97

260,525.41
(2) (3)

D

\$0.01 per share)									
Shares of Common Stock (par value \$0.01 per share)	11/02/2006	S	500	D	\$ 147.99	260,025.41 (2) (3)	D		
Shares of Common Stock (par value \$0.01 per share)	11/02/2006	S	1,900	D	\$ 148	258,125.41 (2) (3)	D		
Shares of Common Stock (par value \$0.01 per share)	11/02/2006	S	100	D	\$ 148.01	258,025.41 (2) (3)	D		
Shares of Common Stock (par value \$0.01 per share)	11/02/2006	S	500	D	\$ 148.02	257,525.41 (2) (3)	D		
Shares of Common Stock (par value \$0.01 per share)						82,500	I	By family trust ⁽⁴⁾	
Shares of Common Stock (par value \$0.01 per share)						82,500	I	By family trust ⁽⁴⁾	

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)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
ANDERSON KEITH BLACKROCK, INC. 40 EAST 52ND STREET NEW YORK, NY 10022	Vice Chairman

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Keith Anderson 11/06/2006

**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).

(1) Includes 1,305 shares of Class A Common Stock acquired by the reporting person through July 31, 2006 under The PNC Financial Services Group, Inc. Incentive Savings Plan (the "ISP"). Also includes 2,639 shares of Class A Common Stock acquired under the BlackRock, Inc. Employee Stock Purchase Plan through July 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 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.

(2) Includes 1,309 shares of Common Stock held by the reporting person through October 31, 2006 under the BlackRock, Inc. Retirement Savings Plan (the "RSP"), the successor to the ISP. The information on this report with respect to the RSP is based on a plan statement dated as of October 31, 2006. Also includes 2,639 shares of Common Stock acquired under the BlackRock, Inc. Employee Stock Purchase Plan through July 31, 2006. Also includes 7,238 shares of 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 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.

(3) Also includes 12,595 Restricted Stock Units granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock and vests in three equal installments on 1/31/07, 1/31/08 and 1/31/09. Also includes .4175 of a share of Common Stock that was previously .4175 of a share of Class B Common Stock.

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- (4) These shares are held in a trust for the benefit of one of the reporting person's children. The reporting person's spouse 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 for any other purpose.

Remarks:

On September 29, 2006, the corporation then known as BlackRock, Inc. ("Old BlackRock") merged with its wholly-owned subsidiary.

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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