

BlackRock Inc.

Form 4

August 02, 2007

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)

07/31/2007

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)
Shares of Common Stock, par value \$0.01 per share	07/31/2007		M	21,300	A \$ 37.36	180,397.41 (1)	D
Shares of Common Stock, par value \$0.01 per share	07/31/2007		S	9,800	D \$ 166	170,597.41 (1)	D

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Shares of Common Stock, par value \$0.01 per share	07/31/2007	S	1,150	D	\$ 166.01	169,447.41 <u>(1)</u>	D
Shares of Common Stock, par value \$0.01 per share	07/31/2007	S	300	D	\$ 166.03	169,147.41 <u>(1)</u>	D
Shares of Common Stock, par value \$0.01 per share	07/31/2007	S	400	D	\$ 166.04	168,747.41 <u>(1)</u>	D
Shares of Common Stock, par value \$0.01 per share	07/31/2007	S	7,850	D	\$ 166.1	160,897.41 <u>(1)</u>	D
Shares of Common Stock, par value \$0.01 per share	07/31/2007	S	200	D	\$ 166.2	160,697.41 <u>(1)</u>	D
Shares of Common Stock, par value \$0.01 per share	07/31/2007	S	100	D	\$ 166.36	160,597.41 <u>(1)</u>	D
Shares of Common Stock, par value \$0.01 per share	07/31/2007	S	100	D	\$ 166.37	160,497.41 <u>(1)</u>	D
Shares of Common Stock, par value \$0.01 per	07/31/2007	S	700	D	\$ 166.4	159,797.41 <u>(1)</u>	D

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share

Shares of
Common
Stock, par
value
\$0.01 per
share

07/31/2007

S

100

D

\$ 166.41

159,697.41
(1)

D

Shares of
Common
Stock, par
value
\$0.01 per
share

07/31/2007

S

100

D

\$ 166.6

159,597.41
(1)

D

Shares of
Common
Stock, par
value
\$0.01 per
share

07/31/2007

S

100

D

\$ 166.64

159,497.41
(1)

D

Shares of
Common
Stock, par
value
\$0.01 per
share

07/31/2007

S

100

D

\$ 166.7

159,397.41
(1)

D

Shares of
Common
Stock, par
value
\$0.01 per
share

07/31/2007

S

100

D

\$ 166.85

159,297.41
(1)

D

Shares of
Common
Stock, par
value
\$0.01 per
share

07/31/2007

S

100

D

\$ 167

159,197.41
(1)

D

Shares of
Common
Stock, par
value
\$0.01 per
share

07/31/2007

S

100

D

\$ 167.01

159,097.41
(1)

D

Shares of
Common
Stock, par
value

08/02/2007

M

3,900

A

\$ 37.36

162,997.41
(1)

D

\$0.01 per
share

Shares of
Common
Stock, par
value

08/02/2007

S

3,900

D

\$ 160

159,097.41
(1)

D

\$0.01 per
share

Shares of
Common
Stock, par
value

82,500

I

By family
trust (2)

\$0.01 per
share

Shares of
Common
Stock, par
value

82,500

I

By family
trust (2)

\$0.01 per
share

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
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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 37.36	07/31/2007		M		21,300		12/31/2006	10/15/2012	Shares of Common Stock, par value \$0.01 per share	21,300
	\$ 37.36	08/02/2007		M		3,900		12/31/2006	10/15/2012		3,900

Employee
Stock
Option
(right to
buy)

Shares of
Common
Stock, par
value
\$0.01 per
share

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

08/02/2007

__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 9,552 shares of restricted Common Stock granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan ("the Incentive Plan"), vesting on 12/15/07. Also, includes 8,397 Restricted Stock Units granted under the Incentive Plan, vesting in equal installments on 1/31/08 and 1/31/09, and 16,446 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.

(2) 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.

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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