Edgar Filing: BlackRock Inc. - Form 4

BlackRock Ir Form 4 January 24, 2										
FORM	1								PPROVAL	
-	UNITEDS		URITIES A Vashington,			NGE	COMMISSION	OMB Number:	3235-0287	
Check thi if no long	er							Expires:	January 31, 2005	
subject to Section 10 Form 4 or	51 A I E M 5.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					burden hou	Estimated average burden hours per response 0.5		
Form 5 obligation may conti <i>See</i> Instru 1(b).	nue. Section 17(a		Utility Hole	ding Com	pany	Act o	ge Act of 1934, f 1935 or Sectio 40			
(Print or Type R	esponses)									
1. Name and Address of Reporting Person <u>*</u> Feliciani Joseph			2. Issuer Name and Ticker or Trading Symbol Black Pock Inc. [BI K]				5. Relationship of Reporting Person(s) to Issuer			
				BlackRock Inc. [BLK]				(Check all applicable)		
(Last)	(First) (M		e of Earliest Ti	ransaction			Director	100	Owner	
BLACKROCK, INC., 40 EAST 52ND STREET			(Month/Day/Year) 01/22/2008				Director 10% Owner X_ Officer (give title Other (specify below) below) Principal Accounting Officer			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(CheckApplicable Line)_X_ Form filed by One Reporting Person				
NEW YORF	K, NY 10022						Form filed by More than One Reporting Person			
(City)	(State) ((Zip) 1	able I - Non-I	Derivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date any	Date, if TransactionAcquired (A) or S Code Disposed of (D) B V/Year) (Instr. 8) (Instr. 3, 4 and 5) O F (A) T or O		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Shares of Common			Code V	Amount		Price	(Instr. 3 and 4)			
Stock (par value \$0.01 per share)	01/22/2008		А	597 <u>(1)</u>	А	\$0	3,018 <u>(2)</u>	D		

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 number.

Edgar Filing: BlackRock Inc. - Form 4

 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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne 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		
Feliciani Joseph BLACKROCK, INC. 40 EAST 52ND STREET NEW YORK, NY 10022			Principal Accounting Officer			
Signatures						
/s/ Daniel R. Waltcher as Attorn	ney-in-Fa	ct for Joseph	L			

Explanation of Responses:

**Signature of Reporting Person

*	If the form is filed by more	e than one reporting person	, <i>see</i> Instruction 4(b)(v).
---	------------------------------	-----------------------------	-----------------------------------

**	Intentional misstatements or	omissions of facts con	stitute Federal Criminal	Violations. See 18	U.S.C. 1001 a	nd 15 U.S.C. 78ff(a).
----	------------------------------	------------------------	--------------------------	--------------------	---------------	-----------------------

Restricted Stock Units granted under the 1999 Stock Award and Incentive Plan as part of the reporting person's bonus approved by the Management Development and Compensation Committee of the Board of Directors for the 2007 fiscal year under the Amended and Restated 1999 Annual Incentive Performance Plan. The number of Restricted Stock Units was determined by dividing the approved dollar value of the equity award by \$198.81, which was the average of the high and low price per share of Common Stock on January 22, 2008. This formula was approved by the Management Development and Compensation

01/24/2008

Date

Committee on January 15, 2008. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock and vests in equal installments on 1/31/09, 1/31/10 and 1/31/11. Includes 230 Restricted Stock Units granted under the Blackrock, Inc. 1999 Stock Award and Incentive Plan (the "Incentive Plan"), vesting in equal installments on 1/31/08 and 1/31/09, and 471 Restricted Stock Units granted under the Incentive Plan

(2) Plan"), vesting in equal installments on 1/31/08 and 1/31/09, and 471 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.

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.

Feliciani

(1)