

BlackRock Inc.
Form 4
August 08, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HALLAC CHARLES

(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)
08/06/2008

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) 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)	08/06/2008		S	111 D	\$ 478,843.3828 224.85 (1)	D	
Shares of Common Stock (par value \$0.01 per share)	08/06/2008		S	100 D	\$ 478,743.3828 224.86 (1)	D	

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Shares of Common Stock (par value \$0.01 per share)	08/06/2008	S	100	D	\$ 224.88	478,643.3828 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	08/06/2008	S	200	D	\$ 224.92	478,443.3828 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	08/06/2008	S	100	D	\$ 224.93	478,343.3828 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	08/06/2008	S	100	D	\$ 224.94	478,243.3828 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	08/06/2008	S	111	D	\$ 224.95	478,132.3828 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	08/06/2008	S	100	D	\$ 224.97	478,032.3828 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	08/06/2008	S	100	D	\$ 225	477,932.3828 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per	08/06/2008	S	200	D	\$ 225.01	477,732.3828 <u>(1)</u>	D

share)

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

08/06/2008

S

100

D

\$ 477,632.3828
225.07 (1)

D

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

08/06/2008

S

200

D

\$ 477,432.3828
225.09 (1)

D

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

08/06/2008

S

300

D

\$ 477,132.3828
225.11 (1)

D

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

08/06/2008

S

100

D

\$ 477,032.3828
225.14 (1)

D

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

08/06/2008

S

100

D

\$ 476,932.3828
225.22 (1)

D

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

08/06/2008

S

100

D

\$ 476,832.3828
225.25 (1)

D

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

08/06/2008

S

100

D

\$ 476,732.3828
225.28 (1)

D

Shares of
Common
Stock (par
value)

08/06/2008

S

200

D

\$ 476,532.3828
225.29 (1)

D

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\$0.01 per share)									
Shares of Common Stock (par value \$0.01 per share)	08/06/2008	S	100	D	\$ 225.34	476,432.3828 (1)	D		
Shares of Common Stock (par value \$0.01 per share)	08/06/2008	S	200	D	\$ 225.38	476,232.3828 (1)	D		
Shares of Common Stock (par value \$0.01 per share)	08/06/2008	S	390	D	\$ 225.47	475,842.3828 (1)	D		
Shares of Common Stock (par value \$0.01 per share)	08/06/2008	S	100	D	\$ 225.54	475,742.3828 (1)	D		
Shares of Common Stock (par value \$0.01 per share)	08/06/2008	S	100	D	\$ 225.67	475,642.3828 (1)	D		
Shares of Common Stock (par value \$0.01 per share)	08/06/2008	S	100	D	\$ 225.79	475,542.3828 (1)	D		
Shares of Common Stock (par value \$0.01 per share)	08/06/2008	S	10	D	\$ 225.83	475,532.3828 (1)	D		
Shares of Common Stock (par						36,847.3924	I	By family trust	

value
\$0.01 per
share)

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

682.1424

I

By family
trust

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HALLAC CHARLES BLACKROCK, INC. 40 EAST 52ND STREET NEW YORK, NY 10022			Vice Chairman	

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Charles S.
Hallac

08/08/2008

__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).

Includes (i) 2,357 Restricted Stock Units granted under the Incentive Plan vesting on 1/31/09, (ii) 4,047 Restricted Stock Units vesting in installments on 1/31/09 and 1/31/10 and (iii) 8,198 Restricted Stock Units vesting in installments on 1/31/09, 1/31/10 and 1/31/11. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of common stock.

Remarks:

This Form 4 is being filed in four parts (part four of four).

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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