

BlackRock Inc.
Form 4
July 23, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLUB BENNETT

(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)
07/19/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

Head of Portfolio Risk Mgmnt

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)	07/19/2007		M	A	242,530.48 <u>(1)</u>	D	
Shares of Common Stock (par value \$0.01 per share)	07/19/2007		S	D	236,530.48 <u>(1)</u>	D	

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Shares of Common Stock (par value \$0.01 per share)	07/19/2007	S	100	D	\$ 175.1	<u>236,430.48</u> (1)	D	
Shares of Common Stock (par value \$0.01 per share)	07/19/2007	S	1,800	D	\$ 175.12	<u>234,630.48</u> (1)	D	
Shares of Common Stock (par value \$0.01 per share)	07/19/2007	S	100	D	\$ 175.18	<u>234,530.48</u> (1)	D	
Shares of Common Stock (par value \$0.01 per share)	07/19/2007	S	900	D	\$ 175.19	<u>233,630.48</u> (1)	D	
Shares of Common Stock (par value \$0.01 per share)	07/19/2007	S	3,100	D	\$ 175.2	<u>230,530.48</u> (1)	D	
Shares of Common Stock (par value \$0.01 per share)	07/19/2007	S	500	D	\$ 175.29	<u>230,030.48</u> (1)	D	
Shares of Common Stock (par value \$0.01 per share)						18,741.0659	I	By family trust ⁽²⁾
Shares of Common Stock (par value \$0.01 per						18,741.0659	I	By family trust ⁽²⁾

share)

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

18,741.0659 I

By family
trust ⁽²⁾

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 Security (Instr. 3 and 4)
Employee Stock Option (right-to-buy)	\$ 14	07/19/2007		M	12,500	⁽³⁾ 10/01/2009	Common Stock (par value \$0.01 per share) 12,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLUB BENNETT BLACKROCK, INC. 40 EAST 52ND STREET NEW YORK, NY 10022			Head of Portfolio Risk Mgmt	

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Bennett W.
Golub

07/23/2007

^{**}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 2,685 shares of restricted Common Stock granted under the Incentive Plan, vesting on 12/15/07. Also, includes 3,975 Restricted Stock Units granted under the Incentive Plan, vesting in equal installments on 1/31/08 and 1/31/09, and 3,774 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 and the reporting person's spouse are trustees 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.

(3) These options vested in three equal installments on 10/1/2000, 10/1/2001, and 10/1/2002.

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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