#### Edgar Filing: BLACKROCK STRATEGIC EQUITY DIVIDEND TRUST - Form 4

#### BLACKROCK STRATEGIC EQUITY DIVIDEND TRUST

Form 4

February 28, 2012

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(City)

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person \* FELDSTEIN KATHLEEN F

(First)

(State)

02/27/2012

2. Issuer Name and Ticker or Trading Symbol

Issuer

(Check all applicable)

**BLACKROCK STRATEGIC EQUITY DIVIDEND TRUST** 

[BDT]

(Middle)

(Zip)

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

02/27/2012

X\_ Director 10% Owner Officer (give title Other (specify below)

5. Relationship of Reporting Person(s) to

55 EAST 52ND STREET

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10055

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

4. Securities TransactionAcquired (A) or Disposed of (D) Code (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial (D) or Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4)

Amount (D) Price

Code V

J(1)0 D 81 D (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(9-02)

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| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5.         | 6. Date Exerc | cisable and | 7. Titl | e and    | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|---------|----------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti  | orNumber   | Expiration D  | ate         | Amou    | nt of    | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/   | Year)       | Under   | lying    | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivativ  | e             |             | Securi  | ities    | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |            | Securities | S             |             | (Instr. | 3 and 4) |             | Owne   |
|             | Security    |                     |                    |            | Acquired   |               |             |         |          |             | Follo  |
|             | •           |                     |                    |            | (A) or     |               |             |         |          |             | Repo   |
|             |             |                     |                    |            | Disposed   |               |             |         |          |             | Trans  |
|             |             |                     |                    |            | of (D)     |               |             |         |          |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |               |             |         |          |             | ,      |
|             |             |                     |                    |            | 4, and 5)  |               |             |         |          |             |        |
|             |             |                     |                    |            |            |               |             |         |          |             |        |
|             |             |                     |                    |            |            |               |             |         | Amount   |             |        |
|             |             |                     |                    |            |            | Date          | Expiration  |         | or       |             |        |
|             |             |                     |                    |            |            |               | Date        |         | Number   |             |        |
|             |             |                     |                    |            |            |               |             |         | of       |             |        |
|             |             |                     |                    | Code V     | (A) (D)    |               |             |         | Shares   |             |        |

# **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| 1                              | Director      | 10% Owner | Officer | Other |  |  |  |
| FELDSTEIN KATHLEEN F           |               |           |         |       |  |  |  |
| 55 EAST 52ND STREET            | X             |           |         |       |  |  |  |
| NEW YORK, NY 10055             |               |           |         |       |  |  |  |

# **Signatures**

/s/ Noah Gellner as Attorney-in-Fact 02/28/2012

\*\*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).

Effective as of February 27, 2012, BlackRock Strategic Equity Dividend Trust (the "Target Fund") was reorganized into BlackRock Enhanced Equity Dividend Trust (the "Acquiring Fund," and such reorganization, the "Reorganization"). In the Reorganization, common shareholders of the Target Fund received common shares of beneficial interest of the Acquiring Fund in an amount equal to the aggregate net asset value of the Target Fund's common shares as determined at the close of business on February 24, 2012, less the costs of the

(1) net asset value of the Target Fund's common shares as determined at the close of business on February 24, 2012, less the costs of the Reorganization (although cash was distributed for any fractional shares). As of February 24, 2012, the Target Fund reported a net asset value per share of \$11.9347 and the Acquiring Fund reported a net asset value per share of \$8.4561. The conversion ratio for the Target Fund's common shares was 1.41137167. In the Reorganization, Dr. Kathleen Feldstein received 114 common shares of the Acquiring Fund in exchange for her 81 common shares of the Target Fund.

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.

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