

BlackRock Inc.  
Form 4  
July 27, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**FINK LAURENCE**

(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)  
**07/25/2007**

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)  
**Chairman and CEO**

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)		
			Code	V	Amount or Price				
Shares of Common Stock (par value \$0.01 per share)	07/25/2007		S		300	D	\$ 168.59	1,437,442.28 (1)	D
Shares of Common Stock (par value \$0.01 per share)	07/25/2007		S		400	D	\$ 168.6	1,437,042.28 (1)	D

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Shares of Common Stock (par value \$0.01 per share)	07/25/2007	S	200	D	\$ 168.61	1,436,842.28 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	07/25/2007	S	100	D	\$ 168.64	1,436,742.28 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	07/25/2007	S	300	D	\$ 168.65	1,436,442.28 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	07/25/2007	S	300	D	\$ 168.66	1,436,142.28 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	07/25/2007	S	200	D	\$ 168.69	1,435,942.28 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	07/25/2007	S	800	D	\$ 168.7	1,435,142.28 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	07/25/2007	S	500	D	\$ 168.72	168.72 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per	07/25/2007	S	200	D	\$ 168.74	1,434,442.28 <u>(1)</u>	D

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share)							
Shares of Common Stock (par value \$0.01 per share)	07/25/2007	S	300	D	\$ 168.75	1,434,142.28 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	07/25/2007	S	800	D	\$ 168.76	1,433,342.28 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	07/25/2007	S	800	D	\$ 168.77	1,432,542.28 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	07/25/2007	S	200	D	\$ 168.78	1,432,342.28 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	07/25/2007	S	100	D	\$ 168.79	1,432,242.28 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	07/25/2007	S	2,300	D	\$ 168.8	1,429,942.28 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	07/25/2007	S	334	D	\$ 168.85	1,429,608.28 <u>(1)</u>	D
Shares of Common Stock (par value	07/25/2007	S	900	D	\$ 168.86	1,428,708.28 <u>(1)</u>	D

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\$0.01 per share)							
Shares of Common Stock (par value \$0.01 per share)	07/25/2007	S	600	D	\$ 168.87	1,428,108.28 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	07/25/2007	S	800	D	\$ 168.88	1,427,308.28 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	07/25/2007	S	200	D	\$ 168.89	1,427,108.28 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	07/25/2007	S	666	D	\$ 168.9	1,426,442.28 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	07/25/2007	S	200	D	\$ 168.91	1,426,242.28 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	07/25/2007	S	300	D	\$ 168.92	1,425,942.28 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	07/25/2007	S	800	D	\$ 168.93	1,425,142.28 <u>(1)</u>	D
Shares of Common Stock (par	07/25/2007	S	200	D	\$ 168.94	1,424,942.28 <u>(1)</u>	D

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value  
\$0.01 per  
share)

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

07/25/2007	S	700	D	\$	1,424,242.28	D
				168.95	<u>(1)</u>	

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

07/25/2007	S	100	D	\$	1,424,142.28	D
				168.97	<u>(1)</u>	

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

07/25/2007	S	600	D	\$	1,423,542.28	D
				168.98	<u>(1)</u>	

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

07/25/2007	S	500	D	\$	1,423,042.28	D
				168.99	<u>(1)</u>	

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own 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
FINK LAURENCE BLACKROCK, INC. 40 EAST 52ND STREET NEW YORK, NY 10022	X		Chairman and CEO	

## Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Laurence  
Fink

07/27/2007

\_\_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 21,794 shares of restricted Common Stock granted under the Incentive Plan, vesting on 12/15/07. Also, includes 19,888 Restricted Stock Units granted under the Incentive Plan, vesting in equal installments on 1/31/08 and 1/31/09, and 48,785 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.

### Remarks:

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

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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