

SCHLOSSTEIN RALPH
Form 4
February 15, 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 *
SCHLOSSTEIN RALPH

(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)
02/13/2007

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)
President

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	(D)	Price
Shares of Common Stock (par value \$0.01 per share)	02/13/2007		M		49,000	A	\$ 43.3125
					699,934.83		(1)
Shares of Common Stock (par value \$0.01 per share)	02/13/2007		S		900	D	\$ 170.5
					699,034.83		(1)

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Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	3,000	D	\$ 170.51	<u>696,034.83</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	300	D	\$ 170.52	<u>695,734.83</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	500	D	\$ 170.53	<u>695,234.83</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	2,900	D	\$ 170.54	<u>692,334.83</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	2,300	D	\$ 170.55	<u>690,034.83</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	1,000	D	\$ 170.56	<u>689,034.83</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	2,600	D	\$ 170.57	<u>686,434.83</u> (1)	D
Shares of Common Stock (par value \$0.01 per	02/13/2007	S	400	D	\$ 170.59	<u>686,034.83</u> (1)	D

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share)							
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	3,100	D	\$ 170.6	<u>682,934.83</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	2,500	D	\$ 170.61	<u>680,434.83</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	2,441	D	\$ 170.62	<u>677,993.83</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	800	D	\$ 170.63	<u>677,193.83</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	1,600	D	\$ 170.64	<u>675,593.83</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	1,300	D	\$ 170.65	<u>674,293.83</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	500	D	\$ 170.66	<u>673,793.83</u> (1)	D
Shares of Common Stock (par value	02/13/2007	S	1,500	D	\$ 170.67	<u>672,293.83</u> (1)	D

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\$0.01 per share)							
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	100	D	\$ 170.68	<u>672,193.83</u> ₍₁₎	D
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	100	D	\$ 170.69	<u>672,093.83</u> ₍₁₎	D
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	2,700	D	\$ 170.7	<u>669,393.83</u> ₍₁₎	D
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	800	D	\$ 170.71	<u>668,593.83</u> ₍₁₎	D
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	200	D	\$ 170.72	<u>668,393.83</u> ₍₁₎	D
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	700	D	\$ 170.73	<u>667,693.83</u> ₍₁₎	D
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	2,500	D	\$ 170.74	<u>665,193.83</u> ₍₁₎	D
Shares of Common Stock (par	02/13/2007	S	300	D	\$ 170.77	<u>664,893.83</u> ₍₁₎	D

value \$0.01 per share)								
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	100	D	\$ 170.81	<u>664,793.83</u> (1)	D	
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	100	D	\$ 170.82	<u>664,693.83</u> (1)	D	
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	400	D	\$ 170.83	<u>664,293.83</u> (1)	D	
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	1,900	D	\$ 170.84	<u>662,393.83</u> (1)	D	

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Employee Stock Option (right to buy)	\$ 43.3125	02/13/2007	M	49,000	<u>(2)</u>	12/15/2010	Common Stock (par value \$0.01 per share)	49,000
Employee Stock Option (right to buy)	\$ 43.3125	02/14/2007	M	11,000	<u>(2)</u>	12/15/2010	Common Stock (par value \$0.01 per share)	11,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHLOSSTEIN RALPH BLACKROCK, INC. 40 EAST 52ND STREET NEW YORK, NY 10022	X		President	

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Ralph Schlosstein 02/15/2007

__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 13,185 shares of restricted Common Stock granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan (the "Incentive Plan"), vesting on 12/15/07. Also, includes 10,460 Restricted Stock Units granted under the Incentive Plan, vesting in equal installments on 1/31/08 and 1/31/09, and 18,358 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) The option vested in two equal installments on December 15, 2003 and December 15, 2004.

Remarks:

This Form 4 is being filed in three parts (part one 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. 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.