

KAPITO ROBERT
Form 4
December 19, 2006

FORM 4

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

OMB APPROVAL

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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 *
KAPITO ROBERT

(Last) (First) (Middle)

C/O 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)
12/15/2006

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)
Vice Chairman

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)	12/15/2006		F	(A) 4,515 or (D) <u>(1)</u>	\$ 146.1	950,834.6 <u>(2)</u>	D
Shares of Common Stock (par value \$0.01 per share)					142,340	I	

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

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

By Robert S. Kapito-Ellen R. Kapito Family Trust

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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. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KAPITO ROBERT C/O BLACKROCK INC. 40 EAST 52ND STREET NEW YORK, NY 10022	X		Vice Chairman	

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Robert Kapito 12/19/2006

__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) Represents the withholding by BlackRock of 4,515 shares of Common Stock to satisfy tax obligation on the vesting of the reporting person's shares of restricted stock granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan, as amended.
- (2) Includes 268 shares of Common Stock acquired under the BlackRock, Inc. Employee Stock Purchase Plan on January 31, 2006 and July 31, 2006. Also, includes 110 shares of Common Stock acquired since the reporting person's last report and held under the BlackRock, Inc. Retirement Savings Plan (the "RSP"), the successor to The PNC Financial Services Group, Inc. Incentive Savings Plan. The information on this report with respect to the RSP is based on a plan statement dated as of October 31, 2006. Also, includes 10,305 shares of restricted Common Stock granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan, vesting on 12/15/07. Also, includes 14,915 Restricted Stock Units granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan. Each

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Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock and vests in three equal installments on 1/31/07, 1/31/08 and 1/31/09.

Remarks:

On September 29, 2006, the corporation then known as BlackRock, Inc. ("Old BlackRock") merged with its wholly-owned sub

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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