

Feliciani Joseph  
 Form 4  
 November 23, 2005

**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 \*  
 Feliciani Joseph

(Last) (First) (Middle)

C/O BLACKROCK FINANCIAL  
 MANAGEMENT INC., 40 EAST  
 52ND STREET

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 BLACKROCK INC /NY [BLK]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 07/31/2001

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)  
 Man Dir & Prin Account Officer

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Shares of Class A Common Stock (par value \$0.01 per share)	07/13/2001 <sup>(1)</sup>		P	500 A	\$ 39.7 1,614 <sup>(2)</sup>	D	
Shares of Class A Common Stock (par value \$0.01)	10/28/2004		M	1,667 A	\$ 14 4,299 <sup>(3)</sup>	D	

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per share)

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

10/28/2004

S

1,667

D

\$  
72.49

2,632 <sup>(3)</sup>

D

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

10/28/2004

S

1,000

D

\$  
72.24

1,632 <sup>(3)</sup>

D

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

10/21/2005

M

3,333

A

\$ 14

5,168 <sup>(4)</sup>

D

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

10/21/2005

S

3,333

D

\$  
90.41

1,835 <sup>(4)</sup>

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	\$ 37.36	10/15/2002		A	5,000	12/31/2006	10/15/2012	Class A Common	5,000

Option (right to buy)								Stock	
Employee Stock Option (right to buy)	\$ 14	10/28/2004	M	1,667	(6)	10/01/2009		Class A Common Stock	1,667
Employee Stock Option (right to buy)	\$ 14	10/21/2005	M	3,333	(6)	10/01/2009		Class A Common Stock	3,333

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Feliciani Joseph C/O BLACKROCK FINANCIAL MANAGEMENT INC. 40 EAST 52ND STREET NEW YORK, NY 10022			Man Dir & Prin Account Officer	

## Signatures

Harris Oliner as Attorney-in-Fact for Joseph Feliciani 11/23/2005

\*\*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).
- Through an oversight, the issuer did not identify the reporting person as Section 16 officer upon becoming the Principal Accounting Officer of the issuer on or around March 28, 2001. This Form 4 reflects all transactions that have occurred during the period in which the reporting person has been subject to Section 16 and is being filed in conjunction with a Form 3 that includes his current holdings.
- (1) Officer of the issuer on or around March 28, 2001. This Form 4 reflects all transactions that have occurred during the period in which the reporting person has been subject to Section 16 and is being filed in conjunction with a Form 3 that includes his current holdings.
  - (2) Includes 114 shares of Class A Common Stock acquired through July 13, 2001 under The PNC Financial Services Group, Inc. Incentive Savings Plan (the "ISP").
  - (3) Includes 371 shares of Class A Common Stock acquired under the BlackRock, Inc. Employee Stock Purchase Plan (the "ESPP") through July 31, 2004. Also includes 761 shares of Class A Common Stock acquired through October 28, 2004 under the ISP.
  - (4) Includes 460 shares of Class A Common Stock acquired under the ESPP through July 31, 2005. Also includes 875 shares of Class A Common Stock acquired through October 21, 2005 under the ISP.
  - (5) Price is not applicable.
  - (6) Option became exercisable in three annual installments on 10/1/00, 10/1/01 and 10/1/02.

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.