

BlackRock Inc.  
Form 4  
February 16, 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 \*  
ANDERSON KEITH

(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)  
02/15/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
Vice Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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)
			Code	V	Amount	(D)	Price
Shares of Common Stock (par value \$0.01 per share)	02/15/2007		M		50,000	A	\$ 37.36
					209,097.41	D	(1)
Shares of Common Stock (par value \$0.01 per share)	02/15/2007		S		3,800	D	\$ 171
					205,297.41	D	(1)

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Shares of Common Stock (par value \$0.01 per share)	02/15/2007	S	100	D	\$ 171.01	205,197.41 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	02/15/2007	S	500	D	\$ 171.02	204,697.41 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	02/15/2007	S	200	D	\$ 171.03	204,497.41 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	02/15/2007	S	100	D	\$ 171.04	204,397.41 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	02/15/2007	S	7,500	D	\$ 171.05	196,897.41 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	02/15/2007	S	100	D	\$ 171.06	196,797.41 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	02/15/2007	S	1,300	D	\$ 171.07	195,497.41 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per	02/15/2007	S	900	D	\$ 171.09	194,597.41 <u>(1)</u>	D

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share)							
Shares of Common Stock (par value \$0.01 per share)	02/15/2007	S	2,400	D	\$ 171.1	<u>192,197.41</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/15/2007	S	700	D	\$ 171.11	<u>191,497.41</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/15/2007	S	100	D	\$ 171.12	<u>191,397.41</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/15/2007	S	3,200	D	\$ 171.15	<u>188,197.41</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/15/2007	S	100	D	\$ 171.16	<u>188,097.41</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/15/2007	S	2,700	D	\$ 171.17	<u>185,397.41</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/15/2007	S	1,100	D	\$ 171.2	<u>184,297.41</u> (1)	D
Shares of Common Stock (par value	02/15/2007	S	200	D	\$ 171.4	<u>184,097.41</u> (1)	D

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\$0.01 per share)								
Shares of Common Stock (par value \$0.01 per share)	02/15/2007	S	100	D	\$ 174.14	183,997.41 <u>(1)</u>	D	
Shares of Common Stock (par value \$0.01 per share)	02/15/2007	S	200	D	\$ 174.23	183,797.41 <u>(1)</u>	D	
Shares of Common Stock (par value \$0.01 per share)	02/15/2007	S	2,000	D	\$ 174.26	181,797.41 <u>(1)</u>	D	
Shares of Common Stock (par value \$0.01 per share)	02/15/2007	S	1,000	D	\$ 174.28	180,797.41 <u>(1)</u>	D	
Shares of Common Stock (par value \$0.01 per share)	02/15/2007	S	21,700	D	\$ 174.3	159,097.41 <u>(1)</u>	D	
Shares of Common Stock (par value \$0.01 per share)						82,500	I	By family trust <u>(2)</u>
Shares of Common Stock (par value \$0.01 per share)						82,500	I	By family trust <u>(2)</u>

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)

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)	\$ 37.36	02/15/2007		M	50,000	12/31/2006	10/15/2012	Common Stock (par value \$0.01 per share)	50,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDERSON KEITH BLACKROCK, INC. 40 EAST 52ND STREET NEW YORK, NY 10022			Vice Chairman	

## Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Keith Anderson 02/16/2007

\_\_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 9,552 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 8,397 Restricted Stock Units granted under the Incentive Plan, vesting in equal installments on 1/31/08 and 1/31/09, and 16,446 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) These shares are held in a trust for the benefit of one of the reporting person's children. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

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