

BlackRock Inc.  
Form 4  
February 01, 2008

**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 \*  
**AUDET PAUL**

(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)  
**01/30/2008**

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)  
**Acting Chief Financial 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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Shares of Common Stock (par value \$0.01 per share)	01/30/2008		S		200	D	\$ 226.16
Shares of Common Stock (par value \$0.01 per share)	01/30/2008		S		300	D	\$ 226.18

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Shares of Common Stock (par value \$0.01 per share)	01/30/2008	S	200	D	\$ 226.19	141,605 <sup>(1)</sup>	D
Shares of Common Stock (par value \$0.01 per share)	01/30/2008	S	1,000	D	\$ 226.2	140,605 <sup>(1)</sup>	D
Shares of Common Stock (par value \$0.01 per share)	01/30/2008	S	100	D	\$ 226.22	140,505 <sup>(1)</sup>	D
Shares of Common Stock (par value \$0.01 per share)	01/30/2008	S	1,500	D	\$ 226.35	139,005 <sup>(1)</sup>	D
Shares of Common Stock (par value \$0.01 per share)	01/30/2008	S	1,000	D	\$ 226.5	138,005 <sup>(1)</sup>	D
Shares of Common Stock (par value \$0.01 per share)	01/30/2008	S	1,000	D	\$ 226.75	137,005 <sup>(1)</sup>	D
Shares of Common Stock (par value \$0.01 per share)	01/30/2008	S	1,000	D	\$ 227	136,005 <sup>(1)</sup>	D
Shares of Common Stock (par value \$0.01 per	01/30/2008	S	1,000	D	\$ 227.15	135,005 <sup>(1)</sup>	D

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share)

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

01/30/2008

S

1,000

D

\$  
227.25

134,005 <sup>(1)</sup>

D

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

01/30/2008

S

1,900

D

\$ 227.5

132,105 <sup>(1)</sup>

D

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

01/30/2008

S

100

D

\$  
227.51

132,005 <sup>(1)</sup>

D

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

01/30/2008

S

1,000

D

\$  
227.75

131,005 <sup>(1)</sup>

D

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

01/31/2008

F

825 <sup>(2)</sup>

D

\$ 216

130,180 <sup>(1)</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	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
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of (D)  
(Instr. 3,  
4, and 5)

(Instr

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

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AUDET PAUL BLACKROCK, INC. 40 EAST 52ND STREET NEW YORK, NY 10022			Acting Chief Financial Officer	

## Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Paul Audet	02/01/2008
**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).
- Includes (i) 1,105 Restricted Stock Units granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan (the "Incentive Plan") vesting on 1/31/09, (ii) 1,346 Restricted Stock Units vesting in equal installments on 1/31/09 and 1/31/10, and (iii) 2,701 Restricted Stock Units vesting in installments on 1/31/09, 1/31/10, and 1/31/11. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of common stock.
- (1) Represents the withholding by BlackRock of Restricted Stock Units to satisfy tax obligation on the vesting of the reporting person's Restricted Stock Units granted under the Incentive Plan.
  - (2) Represents the withholding by BlackRock of Restricted Stock Units to satisfy tax obligation on the vesting of the reporting person's Restricted Stock Units granted under the Incentive Plan.

### Remarks:

This form is being filed in two parts (2 of 2).

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.