

BlackRock Inc.
Form 4
April 18, 2008

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 *
FINK LAURENCE

(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)
04/17/2008

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)
Chairman and CEO

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Shares of Common Stock (par value \$0.01 per share) | 04/17/2008 | | M | | 12,500 A \$ 14 | <u>(1)</u> | D |
| Shares of Common Stock (par value \$0.01 per share) | 04/17/2008 | | M | | 9,800 A \$ 43.3125 | <u>(1)</u> | D |

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| | | | | | | | |
|--|------------|---|--------|---|-----------|----------------------------|---|
| Shares of Common Stock (par value \$0.01 per share) | 04/17/2008 | S | 15,495 | D | \$ 202 | <u>1,363,698.28</u> (1) | D |
| Shares of Common Stock (par value \$0.01 per share) | 04/17/2008 | S | 1,100 | D | \$ 202.01 | <u>1,362,598.28</u> (1) | D |
| Shares of Common Stock (par value \$0.01 per share) | 04/17/2008 | S | 300 | D | \$ 202.02 | <u>1,362,298.28</u> (1) | D |
| Shares of Common Stock (par value \$0.01 per share) | 04/17/2008 | S | 595 | D | \$ 202.03 | <u>1,361,703.28</u> (1) | D |
| Shares of Common Stock (par value \$0.01 per share) | 04/17/2008 | S | 1,511 | D | \$ 202.04 | <u>1,360,192.28</u> (1) | D |
| Shares of Common Stock (par value \$0.01 per share) | 04/17/2008 | S | 500 | D | \$ 202.05 | <u>1,359,692.28</u> (1) | D |
| Shares of Common Stock (par value \$0.01 per share) | 04/17/2008 | S | 300 | D | \$ 202.06 | <u>1,359,392.28</u> (1) | D |
| Shares of Common Stock (par value \$0.01 per | 04/17/2008 | S | 400 | D | \$ 202.07 | <u>1,358,992.28</u> (1) | D |

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| | | | | | | | |
|--|------------|---|-----|---|-----------|----------------------------|---|
| share) | | | | | | | |
| Shares of Common Stock (par value \$0.01 per share) | 04/17/2008 | S | 100 | D | \$ 202.1 | <u>1,358,892.28</u> (1) | D |
| Shares of Common Stock (par value \$0.01 per share) | 04/17/2008 | S | 200 | D | \$ 202.13 | <u>1,358,692.28</u> (1) | D |
| Shares of Common Stock (par value \$0.01 per share) | 04/17/2008 | S | 100 | D | \$ 202.14 | <u>1,358,592.28</u> (1) | D |
| Shares of Common Stock (par value \$0.01 per share) | 04/17/2008 | S | 500 | D | \$ 202.2 | <u>1,358,092.28</u> (1) | D |
| Shares of Common Stock (par value \$0.01 per share) | 04/17/2008 | S | 200 | D | \$ 202.27 | <u>1,357,892.28</u> (1) | D |
| Shares of Common Stock (par value \$0.01 per share) | 04/17/2008 | S | 400 | D | \$ 202.29 | <u>1,357,492.28</u> (1) | D |
| Shares of Common Stock (par value \$0.01 per share) | 04/17/2008 | S | 100 | D | \$ 202.3 | <u>1,357,392.28</u> (1) | D |
| Shares of Common Stock (par value | 04/17/2008 | S | 499 | D | \$ 202.32 | <u>1,356,893.28</u> (1) | D |

\$0.01 per share)

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

142,340 I

By Laurence D. Fink and Lori W. Fink Irrevocable Family Trust U/A/D 1/10/95

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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) | \$ 14 | 04/17/2008 | | M | 12,500 | (2) 10/01/2009 | Common Stock (par value \$0.01 per share) 12,500 |
| Employee Stock Option (Right to Buy) | \$ 43.3125 | 04/17/2008 | | M | 9,800 | (3) 12/15/2010 | Common Stock (par value \$0.01 per share) 9,800 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FINK LAURENCE
BLACKROCK, INC.
40 EAST 52ND STREET
NEW YORK, NY 10022

X

Chairman and CEO

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Laurence
Fink

04/18/2008

__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) 9,944 Restricted Stock Units granted under the Incentive Plan vesting on 1/31/09, (ii) 32,524 Restricted Stock Units vesting (1) in equal installments on 1/31/09 and 1/31/10, and (iii) 41,396 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.

(2) Vested in three equal installments on 10/01/00, 10/01/01, and 10/01/02.

(3) Vested in two equal installments on 12/15/03 and 12/15/04.

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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