FINK LAURENCE
Form 4
April 25, 2008

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

OMB APPROVAL

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(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)
04/24/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Shares of Common Stock (par value $0.01 per share)	04/24/2008		M		39,700	A	$ 43.3125	1,349,447.28 (1)	D	
Shares of Common Stock (par value $0.01 per share)	04/24/2008		S		8,296	D	$ 202	1,341,151.28 (1)	D	

Shares of Common Stock (par value $0.01 per share)	04/24/2008	S	194	D	$ 202.01	1,340,957.28 (1)	D
Shares of Common Stock (par value $0.01 per share)	04/24/2008	S	106	D	$ 202.02	1,340,851.28 (1)	D
Shares of Common Stock (par value $0.01 per share)	04/24/2008	S	100	D	$ 202.025	1,340,751.28 (1)	D
Shares of Common Stock (par value $0.01 per share)	04/24/2008	S	200	D	$ 202.03	1,340,551.28 (1)	D
Shares of Common Stock (par value $0.01 per share)	04/24/2008	S	100	D	$ 202.05	1,340,451.28 (1)	D
Shares of Common Stock (par value $0.01 per share)	04/24/2008	S	26	D	$ 202.07	1,340,425.28 (1)	D
Shares of Common Stock (par value $0.01 per share)	04/24/2008	S	300	D	$ 202.08	1,340,125.28 (1)	D
Shares of Common Stock (par value $0.01 per	04/24/2008	S	100	D	$ 202.1	1,340,025.28 (1)	D

share)							
Shares of Common Stock (par value $0.01 per share)	04/24/2008	S	500	D	$ 202.12	1,339,525.28 (1)	D
Shares of Common Stock (par value $0.01 per share)	04/24/2008	S	200	D	$ 202.15	1,339,325.28 (1)	D
Shares of Common Stock (par value $0.01 per share)	04/24/2008	S	100	D	$ 202.16	1,339,225.28 (1)	D
Shares of Common Stock (par value $0.01 per share)	04/24/2008	S	1,100	D	$ 202.17	1,338,125.28 (1)	D
Shares of Common Stock (par value $0.01 per share)	04/24/2008	S	1,100	D	$ 202.18	1,337,025.28 (1)	D
Shares of Common Stock (par value $0.01 per share)	04/24/2008	S	400	D	$ 202.185	1,336,625.28 (1)	D
Shares of Common Stock (par value $0.01 per share)	04/24/2008	S	100	D	$ 202.19	1,336,525.28 (1)	D
Shares of Common Stock (par value	04/24/2008	S	200	D	$ 202.2	1,336,325.28 (1)	D

$0.01 per share)							
Shares of Common Stock (par value $0.01 per share)	04/24/2008	S	300	D	$ 202.21	1,336,025.28 (1)	D
Shares of Common Stock (par value $0.01 per share)	04/24/2008	S	100	D	$ 202.27	1,335,925.28 (1)	D
Shares of Common Stock (par value $0.01 per share)	04/24/2008	S	200	D	$ 202.28	1,335,725.28 (1)	D
Shares of Common Stock (par value $0.01 per share)	04/24/2008	S	100	D	$ 202.29	1,335,625.28 (1)	D
Shares of Common Stock (par value $0.01 per share)	04/24/2008	S	397	D	$ 202.32	1,335,228.28 (1)	D
Shares of Common Stock (par value $0.01 per share)	04/24/2008	S	203	D	$ 202.33	1,335,025.28 (1)	D
Shares of Common Stock (par value $0.01 per share)	04/24/2008	S	400	D	$ 202.36	1,334,625.28 (1)	D
Shares of Common Stock (par	04/24/2008	S	100	D	$ 202.37	1,334,525.28 (1)	D

value $0.01 per share)								
Shares of Common Stock (par value $0.01 per share)	04/24/2008		S	300	D	$ 202.46	1,334,225.28 (1)	D
Shares of Common Stock (par value $0.01 per share)	04/24/2008		S	204	D	$ 202.5	1,334,021.28 (1)	D
Shares of Common Stock (par value $0.01 per share)	04/24/2008		S	100	D	$ 202.51	1,333,921.28 (1)	D
Shares of Common Stock (par value $0.01 per share)	04/24/2008		S	700	D	$ 202.52	1,333,221.28 (1)	D

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

Shares of Common Stock (par value $0.01 per share)	$ 43.3125	04/24/2008	M	39,700	(2)	12/15/2010	Common Stock (par value $0.01 per share)	39,700

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	04/25/2008
**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).

(1) Includes (i) 9,944 Restricted Stock Units granted under the Incentive Plan vesting on 1/31/09, (ii) 32,524 Restricted Stock Units vesting 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 two equal installments on 12/15/03 and 12/15/04.

Remarks:

This Form 4 is being filed in three parts (part one of three).

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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