

FINK LAURENCE
Form 4
July 22, 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 *
FINK LAURENCE

(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)
07/20/2005

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005		C ⁽¹⁾	87,793	A	169,208 ⁽³⁾	D
Shares of Class A Common Stock (par value \$0.01	07/21/2005		S	800	D	\$ 168,408 ⁽³⁾	D
						83.16	

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per share)								
Shares of Class A Common Stock (par value \$0.01 per share)	07/21/2005	S	100	D	\$ 83.01	168,308 ⁽³⁾	D	
Shares of Class A Common Stock (par value \$0.01 per share)	07/21/2005	S	100	D	\$ 82.97	168,208 ⁽³⁾	D	
Shares of Class A Common Stock (par value \$0.01 per share)	07/21/2005	S	400	D	\$ 82.96	167,808 ⁽³⁾	D	
Shares of Class A Common Stock (par value \$0.01 per share)	07/21/2005	S	300	D	\$ 82.95	167,508 ⁽³⁾	D	
Shares of Class A Common Stock (par value \$0.01 per share)	07/21/2005	S	300	D	\$ 82.93	167,208 ⁽³⁾	D	
Shares of Class A Common Stock (par value \$0.01 per share)	07/21/2005	S	400	D	\$ 82.92	166,808 ⁽³⁾	D	
Shares of Class A Common Stock (par value \$0.01 per share)	07/21/2005	S	400	D	\$ 82.91	166,408 ⁽³⁾	D	
Shares of Class A Common Stock (par	07/21/2005	S	300	D	\$ 82.9	166,108 ⁽³⁾	D	

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value \$0.01 per share)								
Shares of Class A Common Stock (par value \$0.01 per share)	07/21/2005	S	500	D	\$ 82.89	165,608 ⁽³⁾	D	
Shares of Class A Common Stock (par value \$0.01 per share)	07/21/2005	S	200	D	\$ 82.88	165,408 ⁽³⁾	D	
Shares of Class A Common Stock (par value \$0.01 per share)	07/21/2005	S	200	D	\$ 82.85	165,208 ⁽³⁾	D	
Shares of Class A Common Stock (par value \$0.01 per share)	07/21/2005	S	100	D	\$ 82.82	165,108 ⁽³⁾	D	
Shares of Class A Common Stock (par value \$0.01 per share)	07/21/2005	S	200	D	\$ 82.8	164,908 ⁽³⁾	D	
Shares of Class A Common Stock (par value \$0.01 per share)	07/21/2005	S	200	D	\$ 82.78	164,708 ⁽³⁾	D	
Shares of Class A Common Stock (par value \$0.01 per share)	07/21/2005	S	200	D	\$ 82.77	164,508 ⁽³⁾	D	
Shares of Class A Common	07/21/2005	S	700	D	\$ 82.76	163,808 ⁽³⁾	D	

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Stock (par value \$0.01 per share)								
Shares of Class A Common Stock (par value \$0.01 per share)	07/21/2005	S	1,500	D	\$ 82.75	162,308 ⁽³⁾	D	
Shares of Class A Common Stock (par value \$0.01 per share)	07/21/2005	S	100	D	\$ 82.74	162,208 ⁽³⁾	D	
Shares of Class A Common Stock (par value \$0.01 per share)	07/21/2005	S	800	D	\$ 82.73	161,408 ⁽³⁾	D	
Shares of Class A Common Stock (par value \$0.01 per share)	07/21/2005	S	500	D	\$ 82.72	160,908 ⁽³⁾	D	
Shares of Class A Common Stock (par value \$0.01 per share)	07/21/2005	S	600	D	\$ 82.71	160,308 ⁽³⁾	D	
Shares of Class A Common Stock (par value \$0.01 per share)	07/21/2005	S	500	D	\$ 82.7	159,808 ⁽³⁾	D	
Shares of Class A Common Stock (par value \$0.01 per share)	07/21/2005	S	1,700	D	\$ 82.69	158,108 ⁽³⁾	D	
Shares of Class A	07/21/2005	S	1,200	D	\$ 82.68	156,908 ⁽³⁾	D	

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Common
Stock (par
value \$0.01
per share)

Shares of
Class A

Common
Stock (par
value \$0.01
per share)

07/21/2005

S

700

D

\$
82.67

156,208 ⁽³⁾

D

Shares of
Class A

Common
Stock (par
value \$0.01
per share)

07/21/2005

S

200

D

\$
82.66

156,008 ⁽³⁾

D

Shares of
Class A

Common
Stock (par
value \$0.01
per share)

07/21/2005

S

700

D

\$
82.65

155,308 ⁽³⁾

D

Shares of
Class A

Common
Stock (par
value \$0.01
per share)

07/21/2005

S

2,200

D

\$
82.64

153,108 ⁽³⁾

D

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.

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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)	8. De Se (In	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Class B Common Stock (par value \$0.01 per share)	(2)	07/20/2005	C	87,793	12/31/2002	(4)	Class A Common Stock	87,793
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FINK LAURENCE C/O BLACKROCK FINANCIAL MANAGEMENT, INC. 40 EAST 52ND STREET NEW YORK, NY 10022	X		Chairman and CEO	

Signatures

Daniel R. Waltcher as Attorney-in-Fact for Laurence Fink	07/22/2005
**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).
- (1) The reporting person converted 87,793 shares of Class B Common Stock (See Table I) into 87,793 shares of Class A Common Stock on 07/20/2005.
- (2) One share of Class B Common Stock is convertible into one share of Class A Common Stock.
Includes 2,619 shares of Class A Common Stock acquired under the BlackRock, Inc. Employee Stock Purchase Plan through January 31, 2005. Also includes 1,209 shares of Class A Common Stock acquired by the reporting person through June 30, 2005 under the PNC Financial Services Group, Inc. Incentive Savings Plan (the "ISP"). The information on this report with respect to the ISP is based on a plan statement dated as of June 30, 2005.
- (4) The shares of Class B Common Stock can be converted at any time into shares of Class A Common Stock.
- (5) The reporting person has direct ownership of 1,337,056.28 shares of Class B Common Stock and indirect ownership of 142,340 shares of Class B Common Stock through the Laurence D. Fink and Lori W. Fink Irrevocable Family Trust U/A/D 2/2/98.

Remarks:

This is the first of two Forms 4 filed by the reporting person on the same date.

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.