

BlackRock Inc.  
Form 4  
November 14, 2006

**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 \*  
**SCHLOSSTEIN RALPH**

(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. [BLK]**

3. Date of Earliest Transaction (Month/Day/Year)  
**11/10/2006**

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)  
**President**

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)			
			Code	V	Amount	(D)	Price			
Shares of Common Stock (par value \$0.01 per share)	11/10/2006		S		2,500	D	\$ 141	272,500	I	By Ralph L. Schlosstein 1998 Long-Term Trust U/A/D 2/2/98
Shares of Common Stock (par value \$0.01 per share)	11/10/2006		S		2,000	D	\$ 141.1	270,500	I	By Ralph L. Schlosstein 1998 Long-Term Trust U/A/D

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share)								2/2/98
Shares of Common Stock (par value \$0.01 per share)	11/10/2006	S	900	D	\$ 141.12	269,600	I	By Ralph L. Schlosstein 1998 Long-Term Trust U/A/D 2/2/98
Shares of Common Stock (par value \$0.01 per share)	11/10/2006	S	2,400	D	\$ 141.18	267,200	I	By Ralph L. Schlosstein 1998 Long-Term Trust U/A/D 2/2/98
Shares of Common Stock (par value \$0.01 per share)	11/10/2006	S	100	D	\$ 141.19	267,100	I	By Ralph L. Schlosstein 1998 Long-Term Trust U/A/D 2/2/98
Shares of Common Stock (par value \$0.01 per share)	11/10/2006	S	1,900	D	\$ 141.24	265,200	I	By Ralph L. Schlosstein 1998 Long-Term Trust U/A/D 2/2/98
Shares of Common Stock (par value \$0.01 per share)	11/10/2006	S	200	D	\$ 141.25	265,000	I	By Ralph L. Schlosstein 1998 Long-Term Trust U/A/D 2/2/98
Shares of Common Stock (par value \$0.01 per share)	11/10/2006	S	3,818	D	\$ 141.3	261,182	I	By Ralph L. Schlosstein 1998 Long-Term Trust U/A/D 2/2/98
Shares of Common Stock (par value \$0.01 per share)	11/10/2006	S	1,096	D	\$ 141.34	260,086	I	By Ralph L. Schlosstein 1998 Long-Term Trust U/A/D 2/2/98
Shares of Common Stock (par value	11/10/2006	S	86	D	\$ 141.35	260,000	I	By Ralph L. Schlosstein 1998 Long-Term

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

Trust U/A/D  
 2/2/98

676,379.83 D  
(1) (2)

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHLOSSTEIN RALPH C/O BLACKROCK FINANCIAL MANAGEMENT, INC. 40 EAST 52ND STREET NEW YORK, NY 10022	X		President	

## Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Ralph Schlosstein 11/14/2006

\_\_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 38 shares of Common Stock acquired under the BlackRock, Inc. Employee Stock Purchase Plan on July 31, 2006. Also, includes 8 shares of Common Stock acquired since the reporting person's last report and held under the BlackRock, Inc. Retirement Savings Plan (the "RSP"), the successor to The PNC Financial Services Group, Inc. Incentive Savings Plan. The information on this report with respect to the RSP is based on a plan statement dated as of October 31, 2006. Also includes 26,369 shares of restricted Common Stock granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan, vesting in two equal installments on 12/15/06 and 12/15/07.  
  
Also includes 15,689 Restricted Stock Units granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan. Each Restricted
  - (2) Stock Unit is payable solely by delivery of an equal number of shares of Common Stock and vests in equal installments on 1/31/07, 1/31/08 and 1/31/09.

### Remarks:

On September 29, 2006, the corporation then known as BlackRock, Inc. ("Old BlackRock") merged with its wholly-owned su

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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