

BlackRock Inc.  
Form 4  
January 30, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**KAPITO ROBERT**

(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)  
**01/26/2007**

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)  
Vice Chairman

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 (A) or (D) Price			
Shares of Common Stock (par value \$0.01 per share)	01/26/2007		A		54,183 (1)	A	\$ 0 (1) 1,036,642.6 (2)	D
Shares of Common Stock (par value \$0.01 per share)	01/26/2007		D		54,183 (3)	D	\$ 169.17 (3) 982,459.6 (2)	D

Shares of Common Stock (par value \$0.01 per share)	142,340	I	By Robert S. Kapito-Ellen R. Kapito Family Trust
--	---------	---	---

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

  

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
------	---	-----	-----	---------------------	--------------------	-------	--

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KAPITO ROBERT BLACKROCK INC. 40 EAST 52ND STREET NEW YORK, NY 10022	X		Vice Chairman	

## Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Robert Kapito 01/30/2007

\_\_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).

Issuance of shares in settlement of 83.33% of cash denominated awards made in 2002 and 2003 under the BlackRock, Inc. 2002 Long-Term Retention and Incentive Plan (the "2002 LTIP") as previously discussed in BlackRock's proxy statements for those periods. Awards were paid out approximately 50 months after the first grant under the 2002 LTIP although the performance criteria contained in

- (1) the 2002 LTIP were satisfied on March 31, 2005. On January 16, 2007, the Management Development and Compensation Committee approved January 29, 2007 as the payment date pursuant to the 2002 LTIP. The number of shares of Common Stock reflected above was determined pursuant to the terms of the 2002 LTIP by dividing 83.33% of the vested 2002 LTIP award by \$169.17, the closing price of Common Stock on January 26, 2007.

Includes 10,305 shares of restricted Common Stock granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan (the "Incentive Plan"), vesting on 12/15/07. Also, includes 14,915 Restricted Stock Units granted under the Incentive Plan, vesting in equal installments on 1/31/07, 1/31/08 and 1/31/09, and 31,625 Restricted Stock Units granted under the Incentive Plan, vesting in equal installments on 1/31/08, 1/31/09 and 1/31/10. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock.

- (2) Represents the disposition of Common Stock to BlackRock, Inc. (as approved by the Management Development and Compensation Committee) pursuant to the exercise of put rights pursuant to the 2002 LTIP. The 2002 LTIP allowed award beneficiaries, following a period of approximately 50 months from the initial grant date, to put Common Stock to be received under the 2002 LTIP to BlackRock, Inc. on the payment date at the same price per share as that used for calculating the number of shares to be paid.

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.