

BlackRock Inc.  
Form 4  
July 23, 2007

**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 \*  
**GOLUB BENNETT**

(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)  
**07/19/2007**

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)

Head of Portfolio Risk Mgmnt

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)
Shares of Common Stock (par value \$0.01 per share)	07/19/2007		M	A	12,500 \$ 14	D	
Shares of Common Stock (par value \$0.01 per share)	07/19/2007		S	D	6,000 \$ 175	D	

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Shares of Common Stock (par value \$0.01 per share)	07/19/2007	S	100	D	\$ 175.1	<u>236,430.48</u> (1)	D	
Shares of Common Stock (par value \$0.01 per share)	07/19/2007	S	1,800	D	\$ 175.12	<u>234,630.48</u> (1)	D	
Shares of Common Stock (par value \$0.01 per share)	07/19/2007	S	100	D	\$ 175.18	<u>234,530.48</u> (1)	D	
Shares of Common Stock (par value \$0.01 per share)	07/19/2007	S	900	D	\$ 175.19	<u>233,630.48</u> (1)	D	
Shares of Common Stock (par value \$0.01 per share)	07/19/2007	S	3,100	D	\$ 175.2	<u>230,530.48</u> (1)	D	
Shares of Common Stock (par value \$0.01 per share)	07/19/2007	S	500	D	\$ 175.29	<u>230,030.48</u> (1)	D	
Shares of Common Stock (par value \$0.01 per share)						18,741.0659	I	By family trust <sup>(2)</sup>
Shares of Common Stock (par value \$0.01 per						18,741.0659	I	By family trust <sup>(2)</sup>



## 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 2,685 shares of restricted Common Stock granted under the Incentive Plan, vesting on 12/15/07. Also, includes 3,975 Restricted Stock Units granted under the Incentive Plan, vesting in equal installments on 1/31/08 and 1/31/09, and 3,774 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) These shares are held in a trust for the benefit of one of the reporting person's children. The reporting person and the reporting person's spouse are trustees of the trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

(3) These options vested in three equal installments on 10/1/2000, 10/1/2001, and 10/1/2002.

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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