

BlackRock Inc.  
Form 4  
October 22, 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 \*  
ANDERSON KEITH

(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)  
10/18/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
Vice Chairman

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) |                                |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|--------------------------------|
|  |                                      |  |                                | (A) or (D)  | Price   |  |   |                                |
| Shares of Common Stock, par value \$0.01 per share | 10/18/2007                           |  | S                              | 4,000   | D \$ 190.25   | 78,500   | I   | By family trust <sup>(1)</sup> |
| Shares of Common Stock, par value \$0.01 per share | 10/18/2007                           |  | S                              | 200   | D \$ 190.27   | 78,300   | I   | By family trust <sup>(1)</sup> |

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|  |            |   |       |   |           |        |   |                                |
|--|------------|---|-------|---|-----------|--------|---|--------------------------------|
| Shares of Common Stock, par value \$0.01 per share | 10/18/2007 | S | 200   | D | \$ 190.28 | 78,100 | I | By family trust <sup>(1)</sup> |
| Shares of Common Stock, par value \$0.01 per share | 10/18/2007 | S | 100   | D | \$ 190.39 | 78,000 | I | By family trust <sup>(1)</sup> |
| Shares of Common Stock, par value \$0.01 per share | 10/18/2007 | S | 100   | D | \$ 190.44 | 77,900 | I | By family trust <sup>(1)</sup> |
| Shares of Common Stock, par value \$0.01 per share | 10/18/2007 | S | 4,100 | D | \$ 190.75 | 73,800 | I | By family trust <sup>(1)</sup> |
| Shares of Common Stock, par value \$0.01 per share | 10/18/2007 | S | 100   | D | \$ 190.86 | 73,700 | I | By family trust <sup>(1)</sup> |
| Shares of Common Stock, par value \$0.01 per share | 10/18/2007 | S | 100   | D | \$ 190.87 | 73,600 | I | By family trust <sup>(1)</sup> |
| Shares of Common Stock, par value \$0.01 per share | 10/18/2007 | S | 3,900 | D | \$ 191.25 | 69,700 | I | By family trust <sup>(1)</sup> |
| Shares of Common Stock, par value \$0.01 per       | 10/18/2007 | S | 4,000 | D | \$ 191.35 | 65,700 | I | By family trust <sup>(1)</sup> |

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|   |            |   |       |   |              |        |   |                                   |
|---|------------|---|-------|---|--------------|--------|---|-----------------------------------|
| share   |            |   |       |   |              |        |   |                                   |
| Shares of<br>Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 10/18/2007 | S | 100   | D | \$ 191.4     | 65,600 | I | By family<br>trust <sup>(1)</sup> |
| Shares of<br>Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 10/18/2007 | S | 700   | D | \$<br>191.41 | 64,900 | I | By family<br>trust <sup>(1)</sup> |
| Shares of<br>Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 10/18/2007 | S | 300   | D | \$<br>191.44 | 64,600 | I | By family<br>trust <sup>(1)</sup> |
| Shares of<br>Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 10/18/2007 | S | 400   | D | \$<br>191.47 | 64,200 | I | By family<br>trust <sup>(1)</sup> |
| Shares of<br>Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 10/18/2007 | S | 1,300 | D | \$ 191.5     | 62,900 | I | By family<br>trust <sup>(1)</sup> |
| Shares of<br>Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 10/18/2007 | S | 200   | D | \$<br>191.53 | 62,700 | I | By family<br>trust <sup>(1)</sup> |
| Shares of<br>Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 10/18/2007 | S | 100   | D | \$<br>191.54 | 62,600 | I | By family<br>trust <sup>(1)</sup> |
| Shares of<br>Common<br>Stock, par<br>value                        | 10/18/2007 | S | 100   | D | \$<br>191.55 | 62,500 | I | By family<br>trust <sup>(1)</sup> |

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|                                   |            |   |       |   |           |        |   |                                |  |
|-----------------------------------|------------|---|-------|---|-----------|--------|---|--------------------------------|--|
| \$0.01 per share                  |            |   |       |   |           |        |   |                                |  |
| Shares of Common Stock, par value | 10/18/2007 | S | 1,300 | D | \$ 191.6  | 61,200 | I | By family trust <sup>(1)</sup> |  |
| \$0.01 per share                  |            |   |       |   |           |        |   |                                |  |
| Shares of Common Stock, par value | 10/18/2007 | S | 100   | D | \$ 191.62 | 61,100 | I | By family trust <sup>(1)</sup> |  |
| \$0.01 per share                  |            |   |       |   |           |        |   |                                |  |
| Shares of Common Stock, par value | 10/18/2007 | S | 1,000 | D | \$ 191.65 | 60,100 | I | By family trust <sup>(1)</sup> |  |
| \$0.01 per share                  |            |   |       |   |           |        |   |                                |  |
| Shares of Common Stock, par value | 10/18/2007 | S | 300   | D | \$ 191.66 | 59,800 | I | By family trust <sup>(1)</sup> |  |
| \$0.01 per share                  |            |   |       |   |           |        |   |                                |  |
| Shares of Common Stock, par value | 10/18/2007 | S | 1,800 | D | \$ 191.67 | 58,000 | I | By family trust <sup>(1)</sup> |  |
| \$0.01 per share                  |            |   |       |   |           |        |   |                                |  |
| Shares of Common Stock, par value | 10/18/2007 | S | 400   | D | \$ 191.71 | 57,600 | I | By family trust <sup>(1)</sup> |  |
| \$0.01 per share                  |            |   |       |   |           |        |   |                                |  |
| Shares of Common Stock, par value | 10/18/2007 | S | 100   | D | \$ 191.8  | 57,500 | I | By family trust <sup>(1)</sup> |  |
| \$0.01 per share                  |            |   |       |   |           |        |   |                                |  |
| Shares of Common Stock, par       | 10/19/2007 | S | 50    | D | \$ 192.7  | 57,450 | I | By family trust <sup>(1)</sup> |  |

value  
\$0.01 per  
share

Shares of  
Common  
Stock, par  
value  
\$0.01 per  
share

68,397.91 <sup>(2)</sup> D

Shares of  
Common  
Stock, par  
value  
\$0.01 per  
share

82,500 I

By family  
trust <sup>(1)</sup>

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | 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 |
| ANDERSON KEITH<br>BLACKROCK, INC.<br>40 EAST 52ND STREET<br>NEW YORK, NY 10022 |               |           | Vice Chairman |       |

## Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Keith  
Anderson

10/22/2007

\_\_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).

(1) These shares are held in a trust for the benefit of one of the reporting person's children. The reporting person's spouse is trustee 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.

(2) Includes 9,552 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 8,397 Restricted Stock Units granted under the Incentive Plan, vesting in equal installments on 1/31/08 and 1/31/09, and 16,446 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.

### Remarks:

Please see additional Form 4 of this date for transactions relating to an additional family trust. Both family trusts sold in the sa

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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