

KAPITO ROBERT
Form 4
December 04, 2008

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 *
KAPITO ROBERT

2. Issuer Name and Ticker or Trading Symbol
BlackRock Inc. [BLK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
BLACKROCK INC., 40 EAST
52ND STREET

3. Date of Earliest Transaction
(Month/Day/Year)
12/02/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
President

(Street)
NEW YORK, NY 10022

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

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: Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Shares of Common Stock (par value \$0.01 per share)	12/02/2008		S	29,534	D	\$ 110.3013 (1)	400,780.6 (2)	D
Shares of Common Stock (par value \$0.01 per share)	12/02/2008		S	6,561	D	\$ 111.4805 (3)	394,219.6 (2)	D

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Shares of Common Stock (par value \$0.01 per share)	12/02/2008	S	1,500	D	\$ 112.1845 (4)	392,719.6 (2)	D	
Shares of Common Stock (par value \$0.01 per share)						500,000	I	By Trust
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 Repo 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
X		President	

KAPITO ROBERT
BLACKROCK INC.
40 EAST 52ND STREET
NEW YORK, NY 10022

Signatures

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

12/04/2008

__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) This transaction was executed in multiple trades at prices ranging from \$110.00 to \$110.99. The price reported represents the weighted average purchase price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares purchased at each separate price.

(2) Includes (i) 4,972 Restricted Stock Units granted under the Incentive Plan vesting on 1/31/09, (ii) 21,084 Restricted Stock Units vesting in equal installments on 1/31/09 and 1/31/10 and (iii) 31,739 Restricted Stock Units vesting in installments on 1/31/09, 1/31/10 and 1/31/11. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of common stock.

(3) This transaction was executed in multiple trades at prices ranging from \$111.02 to \$111.81. The price reported represents the weighted average purchase price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares purchased at each separate price.

(4) This transaction was executed in multiple trades at prices ranging from \$112.05 to \$112.41. The price reported represents the weighted average purchase price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares purchased at each separate price.

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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