

BLACKROCK FINANCIAL MANAGEMENT INC
 Form 4
 December 28, 2009

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 *
 BLACKROCK FINANCIAL MANAGEMENT INC

2. Issuer Name and Ticker or Trading Symbol
 ANTHRACITE CAPITAL INC [ACPI]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 40 EAST 52ND STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/24/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
 Manager-See Additional Remarks

NEW YORK, NY 10022
 (City) (State) (Zip)

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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 12/24/2009 | | C ⁽¹⁾ | 10,000 D ① | 3,301,056 | D | |
| Common Stock | 12/24/2009 | | J ⁽²⁾ | 4,003 A ② | 3,305,059 | D | |
| Common Stock | 12/24/2009 | | C ⁽³⁾ | 12,825 D ③ | 3,292,234 | D | |
| Common Stock | 12/24/2009 | | J ⁽²⁾ | 5,134 A ② | 3,297,368 | D | |

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

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(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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Unit <u>(1)</u> | <u>(4)</u> | 12/24/2009 | | C ⁽¹⁾ | 10,000 | 03/31/2008 ⁽⁵⁾ 03/31/2010 | Common Stock | 10,000 |
| Restricted Stock Unit <u>(3)</u> | <u>(4)</u> | 12/24/2009 | | C ⁽³⁾ | 12,825 | 03/31/2009 ⁽⁶⁾ 03/31/2011 | Common Stock | 12,825 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| BLACKROCK FINANCIAL MANAGEMENT INC 40 EAST 52ND STREET NEW YORK, NY 10022 | X | | | Manager-See Additional Remarks |

Signatures

/s/ Richard M. Shea, as Managing Director
Date: 12/28/2009

**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) In 2008, BlackRock Financial Management, Inc. (the "Manager"), the manager of Anthracite Capital, Inc. (the "Company"), granted Restricted Stock Units in respect of shares of the Company's common stock to certain employees of the Manager under the BlackRock Inc. Involuntary Deferred Compensation Plan. Each Restricted Stock Unit is payable by delivery of a share of the Company's common stock or the cash value thereof.

(2)

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Shares of the Company's common stock withheld by the Manager to satisfy the Restricted Stock Unit holder's tax withholding obligations arising from the conversion of the Restricted Stock Units, calculated based on the closing price of the Company's common stock on November 12, 2009 (\$0.40).

- (3) In 2009, the Manager granted Restricted Stock Units in respect of shares of the Company's common stock to certain employees of the Manager under the BlackRock, Inc. Involuntary Deferred Compensation Plan. Each Restricted Stock Unit is payable by delivery of a share of the Company's common stock or the cash value thereof.
- (4) 1-for-1.
- (5) Vested on grant date (March 31, 2008), but not able to be settled until the earlier of termination of the Restricted Stock Unit holder's employment with the Manager, which occurred on November 13, 2009, or March 31, 2010 pursuant to the terms of the Restricted Stock Units.
- (6) Vested on grant date (March 31, 2009), but not able to be settled until the earlier of termination of the Restricted Stock Unit holder's employment with the Manager, which occurred on November 13, 2009, or March 31, 2011 pursuant to the terms of the Restricted Stock Units.

Remarks:

The Manager may be deemed a director of the Company by virtue of the service on the board of directors of the Company of S

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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