

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 *
HALLAC CHARLES

(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
 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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Shares of Common Stock (par value \$0.01 per share) | 10/18/2007 | | S | | 100 | D | \$ 188.74 |
| | | | | | | | 472,442.3828 (1) |
| Shares of Common Stock (par value \$0.01 per share) | 10/18/2007 | | S | | 100 | D | \$ 188.77 |
| | | | | | | | 472,342.3828 (1) |

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| | | | | | | | | |
|--|------------|---|-----|---|--------------|----------------------------|---|-------------------------------|
| Shares of Common Stock (par value \$0.01 per share) | 10/18/2007 | S | 100 | D | \$ 188.82 | 472,242.3828 <u>(1)</u> | D | |
| Shares of Common Stock (par value \$0.01 per share) | 10/18/2007 | S | 100 | D | \$ 188.83 | 472,142.3828 <u>(1)</u> | D | |
| Shares of Common Stock (par value \$0.01 per share) | 10/18/2007 | S | 300 | D | \$ 189.3 | 471,842.3828 <u>(1)</u> | D | |
| Shares of Common Stock (par value \$0.01 per share) | 10/18/2007 | S | 100 | D | \$ 189.54 | 471,742.3828 <u>(1)</u> | D | |
| Shares of Common Stock (par value \$0.01 per share) | 10/18/2007 | S | 100 | D | \$ 189.55 | 471,642.3828 <u>(1)</u> | D | |
| Shares of Common Stock (par value \$0.01 per share) | | | | | | 36,847.3924 | I | By family trust <u>(2)</u> |
| Shares of Common Stock (par value \$0.01 per share) | | | | | | 682.1424 | I | By family trust <u>(2)</u> |
| Shares of Common Stock (par value \$0.01 per | | | | | | 58,704.392 | I | By family trust <u>(2)</u> |

share)

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. Number of Derivative Securities Owned Beneficially (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| HALLAC CHARLES BLACKROCK, INC. 40 EAST 52ND STREET NEW YORK, NY 10022 | | | Vice Chairman | |

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Charles S. Hallac
 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).
 Includes 5,448 shares of restricted Common Stock granted under the Incentive Plan, vesting on 12/15/07. Also, includes 4,715 Restricted Stock Units granted under the Incentive Plan, vesting in equal installments on 1/31/08 and 1/31/09, and 6,070 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.

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These shares are held in a trust for the benefit of the reporting person's children. The reporting person 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 any other purpose.

Remarks:

This Form 4 is being filed in two parts (part two of two).

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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