

KAPITO ROBERT
Form 4
April 25, 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

(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)
04/24/2008

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)
President

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)	04/24/2008		M		12,500	A	\$ 14
							1,012,814.6 (1)
Shares of Common Stock (par value \$0.01 per share)	04/24/2008		M		40,000	A	\$ 43.3125
							1,052,814.6 (1)

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Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	2,300	D	\$ 200	<u>1,050,514.6</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	100	D	\$ 200.075	<u>1,050,414.6</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	400	D	\$ 200.23	<u>1,050,014.6</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	300	D	\$ 200.24	<u>1,049,714.6</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	200	D	\$ 200.25	<u>1,049,514.6</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	100	D	\$ 200.31	<u>1,049,414.6</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	300	D	\$ 200.34	<u>1,049,114.6</u> (1)	D
Shares of Common Stock (par value \$0.01 per	04/24/2008	S	1,600	D	\$ 200.35	<u>1,047,514.6</u> (1)	D

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share)							
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	300	D	\$ 200.4	<u>1,047,214.6</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	100	D	\$ 200.44	<u>1,047,114.6</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	400	D	\$ 200.46	<u>1,046,714.6</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	100	D	\$ 200.56	<u>1,046,614.6</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	300	D	\$ 200.58	<u>1,046,314.6</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	300	D	\$ 200.6	<u>1,046,014.6</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	200	D	\$ 200.61	<u>1,045,814.6</u> (1)	D
Shares of Common Stock (par value	04/24/2008	S	100	D	\$ 200.66	<u>1,045,714.6</u> (1)	D

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\$0.01 per share)							
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	100	D	\$ 200.67	<u>1,045,614.6</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	390	D	\$ 200.68	<u>1,045,224.6</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	100	D	\$ 200.7	<u>1,045,124.6</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	100	D	\$ 200.71	<u>1,045,024.6</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	300	D	\$ 200.72	<u>1,044,724.6</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	721	D	\$ 200.74	<u>1,044,003.6</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	200	D	\$ 200.75	<u>1,043,803.6</u> (1)	D
Shares of Common Stock (par	04/24/2008	S	900	D	\$ 200.77	<u>1,042,903.6</u> (1)	D

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value
\$0.01 per
share)

Shares of
Common
Stock (par
value
\$0.01 per
share)

04/24/2008	S	1,000	D	\$ 200.78	<u>1,041,903.6</u> (1)	D
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Shares of
Common
Stock (par
value
\$0.01 per
share)

04/24/2008	S	200	D	\$ 200.79	<u>1,041,703.6</u> (1)	D
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Shares of
Common
Stock (par
value
\$0.01 per
share)

04/24/2008	S	400	D	\$ 200.8	<u>1,041,303.6</u> (1)	D
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Shares of
Common
Stock (par
value
\$0.01 per
share)

04/24/2008	S	100	D	\$ 200.81	<u>1,041,203.6</u> (1)	D
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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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title

Shares of Common Stock (par value \$0.01 per share)	\$ 14	04/24/2008		M	12,500	<u>(2)</u>	10/01/2009	Common Stock (par value \$0.01 per share)	12,500
Shares of Common Stock (par value \$0.01 per share)	\$ 43.3125	04/24/2008		M	40,000	<u>(3)</u>	12/15/2010	Common Stock (par value \$0.01 per share)	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KAPITO ROBERT BLACKROCK INC. 40 EAST 52ND STREET NEW YORK, NY 10022	X		President	

Signatures

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

04/25/2008

 **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).
- Includes (i) 4,972 Restricted Stock Units granted under the Incentive Plan vesting on 1/31/09, (ii) 21,084 Restricted Stock Units vesting (1) 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.
- (2) Vested in three equal installments on 10/01/00, 10/01/01, and 10/01/02.
 - (3) Vested in two equal installments on 12/15/03 and 12/15/04.

Remarks:

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.