

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

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

(City) (State) (Zip)

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)
			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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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.

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.