CONNOLLY ROBERT

Form 4 January 29, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person * CONNOLLY ROBERT

(First) (Middle)

BLACKROCK, INC., 40 EAST 52ND STREET

(Street)

(State)

2. Issuer Name and Ticker or Trading

Symbol

BlackRock Inc. [BLK]

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

01/25/2007

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

Director below)

Issuer

10% Owner X_ Officer (give title Other (specify

General Counsel

(Check all applicable)

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

D

Person

NEW YORK, NY 10022

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) any (Month/Day/Year)

(Zip)

Code (Instr. 8)

3. 4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(Instr. 3 and 4) Price

Shares of Common

Stock (par 01/25/2007

value \$0.01 per share)

1,799 26,234.0775 (1) (2)

(A)

or

(D)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount of		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	B) Derivative			Securities		(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Owne
	Security				Acquired					Follo	
	(A) or Disposed									Repo	
									Trans		
					of (D)						(Instr
					(Instr. 3, 4, and 5)						
								Δ	mount		
						Date Expiratio		Title N	ı Iumber		
						Exercisable	Date	01			
				Code V	(A) (D)				hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

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

General Counsel

Signatures

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

01/29/2007

**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).

Restricted Stock Units granted under the 1999 Stock Award and Incentive Plan as part of the reporting person's bonus approved by the Management Development and Compensation Committee of the Board of Directors for the 2006 fiscal year under the Amended and Restated 1999 Annual Incentive Performance Plan. The number of Restricted Stock Units was determined by dividing the approved dollar

- (1) value of the equity award, by \$170.90, which was the average of the high and low price per share of Common Stock on January 25, 2007. This formula was approved by the Management Development and Compensation Committee on January 16, 2007. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock and vests in equal installments on 1/31/08, 1/31/09 and 1/31/10.
- Includes 1,370 shares of restricted Common Stock granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan, vesting on 12/15/07. Also includes 3,093 Restricted Stock Units granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan, vesting in three equal installments on 1/31/07, 1/31/08 and 1/31/09. Each Restricted Stock Unit is payable solely by delivery of an equal number of

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