BlackRock Inc.
Form 4
January 30, 2007
FORM 4
(Print or Type Responses)

| 1. Name and Address of Reporting Person *NOVICK BARBARA |  |  | 2. Issuer Name and Ticker or Trading Symbol |
| :---: | :---: | :---: | :---: |
|  |  |  | BlackRock Inc. [BLK] |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) |
| BLACKROCK, 52ND STREET |  |  | 01/26/2007 |
|  |  |  |  |
| (Street) |  |  | 4. If Amendment, Date Original Filed(Month/Day/Year) |

NEW YORK, NY 10022
OMB APPROVAL
3235-0287
Expires: January 31,

Estimated average

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

Form 5 obligations may continue. See Instruction 1(b).

OMB Number: burden hours per response...

\section*{| Check this box | Washington, D.C. 20549 |
| :--- | :---: |
| if no longer |  |
| subject to | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF |
| Section 16. | SECURITIES | \\ UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 SECURITIES}



Shares of
Common
Stock (par 01/26/2007
value
$\mathrm{A} \quad \underset{(1)}{30,785} \mathrm{~A} \quad \$ 0 \underline{(1)} \quad \underset{(2)}{291,861.8525} \mathrm{D}$ value

Code V Amount (D) Price
5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
$\overline{\mathrm{X}_{\text {below) }}}$ Director Officer (give title $\underset{\text { below) }}{10 \% \text { Owner }}$ Other (specify
Vice Chairman
6. Individual or Joint/Group Filing(Check

Applicable Line)
_X_Form filed by One Reporting Person __ Form filed by More than One Reporting Person
$\$ 0.01$ per
share)
Shares of
Common
Stock (par 01/26/2007
value
$\$ 0.01$ per
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.

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. <br> Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. <br> Transactio <br> Code <br> (Instr. 8) | 5. <br> Number <br> of <br> Derivative <br> Securities <br> Acquired <br> (A) or <br> Disposed <br> of (D) <br> (Instr. 3, <br> 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) |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |



## Reporting Owners

Reporting Owner Name / Address
Relationships
Director $10 \%$ Owner Officer Other
NOVICK BARBARA
BLACKROCK, INC.
40 EAST 52ND STREET
NEW YORK, NY 10022

Vice Chairman

## Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Barbara Novick<br>01/30/2007<br>${ }_{-}^{* *}$ 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. $78 \mathrm{ff}(\mathrm{a})$.
Issuance of shares in settlement of $83.33 \%$ of cash denominated awards made in 2002 and 2003 under the BlackRock, Inc. 2002 Long-Term Retention and Incentive Plan (the " 2002 LTIP"). Awards were paid out approximately 50 months after the first grant under
(1) the 2002 LTIP although the performance criteria contained in the 2002 LTIP were satisfied on March 31, 2005. On January 16, 2007, the Management Development and Compensation Committee approved January 29, 2007 as the payment date pursuant to the 2002 LTIP. The number of shares of Common Stock reflected above was determined pursuant to the terms of the 2002 LTIP by dividing $83.33 \%$ of the vested 2002 LTIP award by $\$ 169.17$, the closing price of Common Stock on January 26, 2007.
(2) Includes 8,096 shares of restricted Common Stock granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan (the "Incentive Plan"), vesting on 12/15/07. Also includes 9,501 Restricted Stock Units granted under the Incentive Plan, vesting in equal
installments on $1 / 31 / 07,1 / 31 / 08$ and $1 / 31 / 09$, and 7,475 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.

Represents the disposition of Common Stock to BlackRock, Inc. (as approved by the Management Development and Compensation (3) Committee) pursuant to the exercise of put rights pursuant to the 2002 LTIP. The 2002 LTIP allowed award beneficiaries, following a period of approximately 50 months from the initial grant date, to put Common Stock to be received under the 2002 LTIP to BlackRock, Inc. on the payment date at the same price per share as that used for calculating the number of shares to be paid.
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.

