

FABOZZI FRANK
Form 4
February 28, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
FABOZZI FRANK

2. Issuer Name and Ticker or Trading Symbol
BlackRock Enhanced Equity Dividend Trust [BDJ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/27/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

55 EAST 52ND STREET

(Street)

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

NEW YORK, NY 10055

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 02/27/2012 | | J ⁽¹⁾ | V | 141 | A | 368 | D |
| Common Stock | 02/27/2012 | | J ⁽²⁾ | V | 127 | A | 368 | D |

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)

Edgar Filing: FABOZZI FRANK - Form 4

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 Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FABOZZI FRANK 55 EAST 52ND STREET NEW YORK, NY 10055 | | X | | |

Signatures

/s/ Noah Gellner as
 Attorney-in-Fact
 Date: 02/28/2012

**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).

(1) Effective as of February 27, 2012, BlackRock Strategic Equity Dividend Trust (the "Target Fund") was reorganized into BlackRock Enhanced Equity Dividend Trust (the "Acquiring Fund," and such reorganization, the "Reorganization"). In the Reorganization, common shareholders of the Target Fund received common shares of beneficial interest of the Acquiring Fund in an amount equal to the aggregate net asset value of the Target Fund's common shares as determined at the close of business on February 24, 2012, less the costs of the Reorganization (although cash was distributed for any fractional shares). As of February 24, 2012, the Target Fund reported a net asset value per share of \$11.9347 and the Acquiring Fund reported a net asset value per share of \$8.4561. The conversion ratio for the Target Fund's common shares was 1.41137167. In the Reorganization, Dr. Frank Fabozzi received 141 common shares of the Acquiring Fund in exchange for his 100 common shares of the Target Fund.

(2) Effective as of February 27, 2012, BlackRock Equity Dividend Trust (the "Target Fund") was reorganized into BlackRock Enhanced Equity Dividend Trust (the "Acquiring Fund," and such reorganization, the "Reorganization"). In the Reorganization, common shareholders of the Target Fund received common shares of beneficial interest of the Acquiring Fund in an amount equal to the aggregate net asset value of the Target Fund's common shares as determined at the close of business on February 24, 2012, less the costs of the Reorganization (although cash was distributed for any fractional shares). As of February 24, 2012, the Target Fund reported a net asset value per share of \$10.8103 and the Acquiring Fund reported a net asset value per share of \$8.4561. The conversion ratio for the Target Fund's common shares was 1.27840257. In the Reorganization, Dr. Frank Fabozzi received 127 common shares of the Acquiring Fund in exchange for his 100 common shares of the Target Fund.

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

Edgar Filing: FABOZZI FRANK - Form 4

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.