

BLACKROCK INC /NY  
Form 4  
July 21, 2005

**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 \*  
**SCHLOSSTEIN RALPH**

(Last) (First) (Middle)

C/O BLACKROCK FINANCIAL MANAGEMENT, INC., 40 EAST 52ND STREET

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**BLACKROCK INC /NY [BLK]**

3. Date of Earliest Transaction (Month/Day/Year)  
**07/19/2005**

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)
Shares of Class A Common Stock (par value \$0.01 per share)	07/19/2005		C <sup>(1)</sup>	50,000 A <sup>(2)</sup>	545,800 <sup>(3)</sup>	D	
Shares of Class A Common Stock (par value \$0.01)	07/20/2005		S	6,300 D \$ 83	539,500 <sup>(3)</sup>	D	

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per share)							
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	100	D	\$ 83.01	539,400 <sup>(3)</sup>	D
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	500	D	\$ 83.02	538,900 <sup>(3)</sup>	D
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	200	D	\$ 83.03	538,700 <sup>(3)</sup>	D
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	400	D	\$ 83.04	538,300 <sup>(3)</sup>	D
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	4,300	D	\$ 83.05	534,000 <sup>(3)</sup>	D
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	600	D	\$ 83.06	533,400 <sup>(3)</sup>	D
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	3,000	D	\$ 83.07	530,400 <sup>(3)</sup>	D
Shares of Class A Common Stock (par	07/20/2005	S	2,000	D	\$ 83.08	528,400 <sup>(3)</sup>	D

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value \$0.01 per share)								
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	100	D	\$ 83.1	528,300 <sup>(3)</sup>	D	
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	100	D	\$ 83.12	528,200 <sup>(3)</sup>	D	
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	500	D	\$ 83.13	527,700 <sup>(3)</sup>	D	
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	7,300	D	\$ 83.15	520,400 <sup>(3)</sup>	D	
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	100	D	\$ 83.17	520,300 <sup>(3)</sup>	D	
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	100	D	\$ 83.19	520,200 <sup>(3)</sup>	D	
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	200	D	\$ 83.2	520,000 <sup>(3)</sup>	D	
Shares of Class A Common	07/20/2005	S	100	D	\$ 83.23	519,900 <sup>(3)</sup>	D	

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Stock (par value \$0.01 per share)							
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	300	D	\$ 83.24	519,600 <sup>(3)</sup>	D
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	4,600	D	\$ 83.25	515,000 <sup>(3)</sup>	D
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	1,300	D	\$ 83.27	513,700 <sup>(3)</sup>	D
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	11,300	D	\$ 83.28	502,400 <sup>(3)</sup>	D
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	1,900	D	\$ 83.29	500,500 <sup>(3)</sup>	D
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	600	D	\$ 83.3	499,900 <sup>(3)</sup>	D
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	400	D	\$ 83.32	499,500 <sup>(3)</sup>	D
Shares of Class A	07/20/2005	S	100	D	\$ 83.34	499,400 <sup>(3)</sup>	D

Common  
Stock (par  
value \$0.01  
per share)

Shares of  
Class A

Common  
Stock (par  
value \$0.01  
per share) 07/21/2005 S 1,200 D \$ 82.6 498,200 <sup>(3)</sup> D

Shares of  
Class A

Common  
Stock (par  
value \$0.01  
per share) 07/21/2005 S 2,400 D \$ 82.7 495,800 <sup>(3)</sup> 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.**

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(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
Class B Common Stock (par value \$0.01 per share)	<sup>(2)</sup>	07/19/2005		C <sup>(1)</sup>	50,000	12/31/2002 <sup>(4)</sup>	Class A Common Stock	50,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SCHLOSSTEIN RALPH  
C/O BLACKROCK FINANCIAL MANAGEMENT, INC.  
40 EAST 52ND STREET  
NEW YORK, NY 10022

X

President

## Signatures

Daniel R. Waltcher as Attorney-in-Fact for Ralph  
Schlosstein

07/21/2005

\_\_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) The reporting person converted 50,000 shares of Class B Common Stock (See Table I) into 50,000 shares of Class A Common Stock on 7/19/05.

(2) One share of Class B Common Stock is convertible into one share of Class A Common Stock.

(3) Includes 2,542 shares of Class A Common Stock acquired by the reporting person under the BlackRock, Inc. Employee Stock Purchase Plan through January 31, 2005. Also includes 1,206 shares of Class A Common Stock acquired by the reporting person through June 30, 2005 under The PNC Financial Services Group, Inc. Incentive Savings Plan (the "ISP"). The information on this report with respect to the ISP is based on a plan statement as of June 30, 2005.

(4) The shares of Class B Common Stock can be converted at any time into shares of Class A Common Stock.

(5) The reporting person has direct ownership of 198,000.83 shares of Class B Common Stock and indirect ownership of 275,000 shares of Class B Common Stock through the Ralph L. Schlosstein 1998 Long-Term Trust U/A/D 2/2/98.

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

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