

BLACKROCK INC /NY  
Form 3  
October 03, 2005

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>WAGNER SUSAN</p> <p>(Last) (First) (Middle)</p> <p>C/O BLACKROCK, INC., 40 EAST 52ND STREET</p> <p>(Street)</p> <p>NEW YORK, NY 10022</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/28/2005</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>BLACKROCK INC /NY [BLK]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Operating Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Shares of Class A Common Stock (par value \$0.01 per share)	12,577 <sup>(1)</sup>	D	^

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Class B Common Stock (par value \$0.01 per share)	12/31/2002	Â (2)	Class A Common Stock	447,832.8	\$ (3)	D	Â
Employee Stock Option (right to buy)	Â (4)	10/01/2009	Class A Common Stock	12,500	\$ 14	D	Â
Employee Stock Option (right to buy)	Â (5)	12/15/2010	Class A Common Stock	25,000	\$ 43.3125	D	Â
Employee Stock Option (right to buy)	12/31/2006	10/15/2012	Class A Common Stock	90,000	\$ 37.36	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WAGNER SUSAN C/O BLACKROCK, INC. 40 EAST 52ND STREET NEW YORK, NY 10022	Â	Â	Â Chief Operating Officer	Â

## Signatures

Harris Oliner as Attorney-in-Fact for Susan Wagner 10/03/2005

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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).

- Includes 2,403 shares of Class A Common Stock acquired under the BlackRock, Inc. Employee Stock Purchase Plan through July 31, 2005. Also includes 1,198 shares of Class A Common Stock acquired by the reporting person through September 26, 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
- (1) a plan statement dated as of September 26, 2005. Also includes 3,749 shares of restricted Class A Common Stock granted on 12/15/03 under the BlackRock, Inc. 1999 Stock Award and Incentive Plan, as amended, vesting in three equal installments on 12/15/05, 12/15/06 and 12/15/07. Also includes 4,411 shares of restricted Class A Common Stock granted on 1/21/05 under the BlackRock, Inc. 1999 Stock Award and Incentive Plan, as amended, vesting in three equal installments on 12/15/05, 12/15/06 and 12/15/07.
  - (2) The shares of Class B Common Stock may be converted at any time into shares of Class A Common Stock.
  - (3) One share of Class B Common Stock is convertible into one share of Class A Common Stock.
  - (4) Option became exercisable in three annual installments on 10/1/00, 10/1/01 and 10/1/02.
  - (5) Option became exercisable in two annual installments on 12/15/03 and 12/15/04.

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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