

BlackRock Inc.  
Form 4  
February 21, 2007

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**CONNOLLY ROBERT**

(Last) (First) (Middle)

**BLACKROCK, INC., 40 EAST  
52ND STREET**

(Street)

**NEW YORK, NY 10022**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**BlackRock Inc. [BLK]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/20/2007**

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)  
**General Counsel**

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 Common Stock (par value \$0.01 per share)	02/20/2007		M	A	12,500 \$ 14	D	
Shares of Common Stock (par value \$0.01 per share)	02/20/2007		S	D	700 \$ 173	D	
					38,282.0775 (1)		
					37,582.0775 (1)		

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Shares of Common Stock (par value \$0.01 per share)	02/20/2007	S	600	D	\$ 173.01	36,982.0775 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	02/20/2007	S	600	D	\$ 173.02	36,382.0775 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	02/20/2007	S	200	D	\$ 173.1	36,182.0775 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	02/20/2007	S	200	D	\$ 173.14	35,982.0775 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	02/20/2007	S	200	D	\$ 173.2	35,782.0775 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	02/20/2007	S	400	D	\$ 173.21	35,382.0775 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	02/20/2007	S	100	D	\$ 173.22	35,282.0775 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per	02/20/2007	S	2,300	D	\$ 173.25	32,982.0775 <u>(1)</u>	D

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share)							
Shares of Common Stock (par value \$0.01 per share)	02/20/2007	S	200	D	\$ 173.27	<u>32,782.0775</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/20/2007	S	100	D	\$ 173.29	<u>32,682.0775</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/20/2007	S	500	D	\$ 173.3	<u>32,182.0775</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/20/2007	S	100	D	\$ 173.34	<u>32,082.0775</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/20/2007	S	400	D	\$ 173.41	<u>31,682.0775</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/20/2007	S	500	D	\$ 173.48	<u>31,182.0775</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/20/2007	S	3,500	D	\$ 173.5	<u>27,682.0775</u> (1)	D
Shares of Common Stock (par value	02/20/2007	S	200	D	\$ 173.52	<u>27,482.0775</u> (1)	D

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\$0.01 per share)							
Shares of Common Stock (par value \$0.01 per share)	02/20/2007	S	100	D	\$ 173.53	27,382.0775 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	02/20/2007	S	100	D	\$ 173.55	27,282.0775 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	02/20/2007	S	400	D	\$ 173.58	26,882.0775 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	02/20/2007	S	100	D	\$ 173.59	26,782.0775 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	02/20/2007	S	1,000	D	\$ 173.6	25,782.0775 <u>(1)</u>	D

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

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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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)							Common Stock (par value \$0.01 per share)	12,500
	\$	14			02/20/2007			
	M					(2) 09/30/2009		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
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 02/21/2007

\_\_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).

(1) Includes 1,370 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 2,063 Restricted Stock Units granted under the Incentive Plan, vesting in equal installments on 1/31/08 and 1/31/09, and 1,799 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.

(2) The options vested in three equal installments on October 1, 2000, October 1, 2001 and October 1, 2002.

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