

BlackRock Inc.  
Form 4  
February 13, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
ANDERSON KEITH

(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)  
02/09/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

**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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
|   |                                      |  | Code                           | V   | Amount  | (D)  | Price                                      |
| Shares of Common Stock (par value \$0.01 per share) | 02/09/2007                           |  | M                              |   | 35,000  | A  | \$ 43.3125                                 |
|   |                                      |  |                                |   | 194,097.41  | D  | (1)  |
| Shares of Common Stock (par value \$0.01 per share) | 02/09/2007                           |  | S                              |   | 400   | D  | \$ 172.805                                 |
|   |                                      |  |                                |   | 193,697.41  | D  | (1)  |

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|  |            |   |     |   |                |                          |   |
|--|------------|---|-----|---|----------------|--------------------------|---|
| Shares of<br>Common<br>Stock (par<br>value<br>\$0.01 per<br>share) | 02/09/2007 | S | 400 | D | \$ 172.91      | <u>193,297.41</u><br>(1) | D |
| Shares of<br>Common<br>Stock (par<br>value<br>\$0.01 per<br>share) | 02/09/2007 | S | 400 | D | \$ 172.96      | <u>192,897.41</u><br>(1) | D |
| Shares of<br>Common<br>Stock (par<br>value<br>\$0.01 per<br>share) | 02/09/2007 | S | 400 | D | \$<br>172.9625 | <u>192,497.41</u><br>(1) | D |
| Shares of<br>Common<br>Stock (par<br>value<br>\$0.01 per<br>share) | 02/09/2007 | S | 400 | D | \$<br>172.9775 | <u>192,097.41</u><br>(1) | D |
| Shares of<br>Common<br>Stock (par<br>value<br>\$0.01 per<br>share) | 02/09/2007 | S | 400 | D | \$<br>173.0325 | <u>191,697.41</u><br>(1) | D |
| Shares of<br>Common<br>Stock (par<br>value<br>\$0.01 per<br>share) | 02/09/2007 | S | 400 | D | \$ 173.105     | <u>191,297.41</u><br>(1) | D |
| Shares of<br>Common<br>Stock (par<br>value<br>\$0.01 per<br>share) | 02/09/2007 | S | 400 | D | \$<br>173.1475 | <u>190,897.41</u><br>(1) | D |
| Shares of<br>Common<br>Stock (par<br>value<br>\$0.01 per           | 02/09/2007 | S | 300 | D | \$ 173.3       | <u>190,597.41</u><br>(1) | D |

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|  |            |   |     |   |           |                          |   |
|--|------------|---|-----|---|-----------|--------------------------|---|
| share)   |            |   |     |   |           |                          |   |
| Shares of<br>Common<br>Stock (par<br>value<br>\$0.01 per<br>share) | 02/09/2007 | S | 200 | D | \$ 173.31 | <u>190,397.41</u><br>(1) | D |
| Shares of<br>Common<br>Stock (par<br>value<br>\$0.01 per<br>share) | 02/09/2007 | S | 200 | D | \$ 174.14 | <u>190,197.41</u><br>(1) | D |
| Shares of<br>Common<br>Stock (par<br>value<br>\$0.01 per<br>share) | 02/09/2007 | S | 100 | D | \$ 175.1  | <u>190,097.41</u><br>(1) | D |
| Shares of<br>Common<br>Stock (par<br>value<br>\$0.01 per<br>share) | 02/09/2007 | S | 200 | D | \$ 175.16 | <u>189,897.41</u><br>(1) | D |
| Shares of<br>Common<br>Stock (par<br>value<br>\$0.01 per<br>share) | 02/09/2007 | S | 200 | D | \$ 175.2  | <u>189,697.41</u><br>(1) | D |
| Shares of<br>Common<br>Stock (par<br>value<br>\$0.01 per<br>share) | 02/09/2007 | S | 100 | D | \$ 175.21 | <u>189,597.41</u><br>(1) | D |
| Shares of<br>Common<br>Stock (par<br>value<br>\$0.01 per<br>share) | 02/09/2007 | S | 200 | D | \$ 175.22 | <u>189,397.41</u><br>(1) | D |
| Shares of<br>Common<br>Stock (par<br>value                         | 02/09/2007 | S | 100 | D | \$ 175.23 | <u>189,297.41</u><br>(1) | D |

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|   |            |   |       |   |           |                          |   |
|---|------------|---|-------|---|-----------|--------------------------|---|
| \$0.01 per share)                                   |            |   |       |   |           |                          |   |
| Shares of Common Stock (par value \$0.01 per share) | 02/09/2007 | S | 2,000 | D | \$ 175.27 | <u>187,297.41</u><br>(1) | D |
| Shares of Common Stock (par value \$0.01 per share) | 02/09/2007 | S | 4,000 | D | \$ 175.3  | <u>183,297.41</u><br>(1) | D |
| Shares of Common Stock (par value \$0.01 per share) | 02/09/2007 | S | 100   | D | \$ 175.32 | <u>183,197.41</u><br>(1) | D |
| Shares of Common Stock (par value \$0.01 per share) | 02/09/2007 | S | 200   | D | \$ 175.35 | <u>182,997.41</u><br>(1) | D |
| Shares of Common Stock (par value \$0.01 per share) | 02/09/2007 | S | 700   | D | \$ 175.36 | <u>182,297.41</u><br>(1) | D |
| Shares of Common Stock (par value \$0.01 per share) | 02/09/2007 | S | 2,700 | D | \$ 175.37 | <u>179,597.41</u><br>(1) | D |
| Shares of Common Stock (par value \$0.01 per share) | 02/09/2007 | S | 1,600 | D | \$ 175.4  | <u>177,997.41</u><br>(1) | D |
| Shares of Common Stock (par                         | 02/09/2007 | S | 500   | D | \$ 175.45 | <u>177,497.41</u><br>(1) | D |

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|  |            |   |       |   |           |                          |   |  |
|--|------------|---|-------|---|-----------|--------------------------|---|--|
| value<br>\$0.01 per<br>share)                                      |            |   |       |   |           |                          |   |  |
| Shares of<br>Common<br>Stock (par<br>value<br>\$0.01 per<br>share) | 02/09/2007 | S | 800   | D | \$ 175.5  | <u>176,697.41</u><br>(1) | D |  |
| Shares of<br>Common<br>Stock (par<br>value<br>\$0.01 per<br>share) | 02/09/2007 | S | 800   | D | \$ 175.6  | <u>175,897.41</u><br>(1) | D |  |
| Shares of<br>Common<br>Stock (par<br>value<br>\$0.01 per<br>share) | 02/09/2007 | S | 200   | D | \$ 175.62 | <u>175,697.41</u><br>(1) | D |  |
| Shares of<br>Common<br>Stock (par<br>value<br>\$0.01 per<br>share) | 02/09/2007 | S | 1,800 | D | \$ 175.63 | <u>173,897.41</u><br>(1) | D |  |

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

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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |       |                                     |
|---|--|---|---|--------------------------------------|--|--|---|-------|-------------------------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title | Amount<br>or<br>Number<br>of Shares |

|  |            |            |   |        |     |            |   |        |
|--|------------|------------|---|--------|-----|------------|---|--------|
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 43.3125 | 02/09/2007 | M | 35,000 | (2) | 12/15/2010 | Common<br>Stock<br>(par value<br>\$0.01 per<br>share) | 35,000 |
|--|------------|------------|---|--------|-----|------------|---|--------|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |               |       |
|--|---------------|-----------|---------------|-------|
|  | Director      | 10% Owner | Officer       | Other |
| ANDERSON KEITH<br>BLACKROCK, INC.<br>40 EAST 52ND STREET<br>NEW YORK, NY 10022 |               |           | Vice Chairman |       |

## Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Keith  
Anderson

02/13/2007

\*\*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 9,552 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 8,397 Restricted Stock Units granted under the Incentive Plan, vesting in equal installments on 1/31/08 and 1/31/09, and 16,446 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 option vested in two equal installments on December 15, 2003 and December 15, 2004.

### Remarks:

This Form 4 is being filed in two parts (part one of two).

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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