Fairbairn Robert W Form 4 February 04, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

SECURITIES

Washington, D.C. 20549 Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

subject to Section 16. Form 4 or Form 5

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

obligations may continue. See Instruction 1(b).

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * Fairbairn Robert W

> (First) (Middle)

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

(Street)

2. Issuer Name and Ticker or Trading Symbol

BlackRock Inc. [BLK]

3. Date of Earliest Transaction (Month/Day/Year) 02/01/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner X_ Officer (give title _ 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

NEW YORK, NY 10022

(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)	Code (Instr. 8)	ransaction(A) or Disposed of (D) lode (Instr. 3, 4 and 5) instr. 8) (A) or		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)	02/01/2008		Code V		(D)	Price \$ 217.84	51,732 (1)	D				
Shares of Common Stock (par value \$0.01 per share)	02/01/2008		S	800	D	\$ 217.85	50,932 (1)	D				

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Shares of Common Stock (par value \$0.01 per share)	02/01/2008	S	1	D	\$ 217.86	50,931 (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/01/2008	S	400	D	\$ 217.93	50,531 (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/01/2008	S	300	D	\$ 218.06	50,231 (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/01/2008	S	100	D	\$ 218.07	50,131 (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/01/2008	S	100	D	\$ 218.24	50,031 (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/01/2008	S	52	D	\$ 218.25	49,979 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	02/01/2008	S	200	D	\$ 218.3	49,779 <u>(1)</u>	D

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

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number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr. :	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration		or Namel		
						Exercisable	Date	Title Number			
				C 1 W	(A) (D)				of		
				Code V	(A) (D)			,	Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Fairbairn Robert W BLACKROCK, INC. 40 EAST 52ND STREET NEW YORK, NY 10022

Vice Chairman

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Robert W. Fairbairn

02/04/2008

**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).

Includes (i) 6,792 restricted stock units vesting in equal installments on 1/31/09 and 1/31/10, and (ii) 8,593 restricted stock units vesting (1) in installments on 1/31/09, 1/31/10 and 1/31/11. Each restricted stock unit is payable solely by delivery of an equal number of shares of common stock.

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

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