Edgar Filing: FLYNN JAMES T - Form 4

FLYNN JAMES Form 4	Т									
January 20, 2009	1							0.15		
FORM 4	UNITED	STATES	SECU	RITIFS	AND FX	CHANGE		т	PPROVAL	
		STATES		shington				OMB Number:	3235-028	7
Check this box if no longer				Expires:	January 3 ⁻ 200					
subject to Section 16. Form 4 or	STATEN	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							average urs per . 0.	
Form 5 obligations may continue. See Instruction 1(b).	Section 17(a) of the l	Public U	tility Hol	lding Coi		nge Act of 1934, of 1935 or Section 940	on		
(Print or Type Respo	onses)									
1. Name and Address of Reporting Person <u>*</u> FLYNN JAMES T			2. Issuer Name and Ticker or Trading Symbol BlackRock International Growth &				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			Income Trust [BGY]				(check all applicable)			
(Last) (First) (Middle) 40 EAST 52ND STREET			3. Date of Earliest Transaction (Month/Day/Year) 01/15/2009			XDirector Officer (giv below)		% Owner ner (specify		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
NEW YORK, N	Y 10022						Person		-r8	
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	ansaction Date nth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, -	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Amount	(D) Price	·			
Reminder: Report of	n a separate line	e for each cl	ass of sec	urities bene	-	-	-	ation of		
					inforr requi	nation cont red to respo ays a curre	spond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired Disposed (Instr. 3, - 5)	of (D)				
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount o Number o Shares
Performance Rights (1)	<u>(2)</u>	01/15/2009		А	485.95	6	(3)	(3)	Common Stock	485.950

Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
FLYNN JAMES T 40 EAST 52ND STREET NEW YORK, NY 10022	Х								
Signatures									
/s/ Janey Ahn as Attorney-in-Fact	0	1/20/2009							
**Signature of Reporting Person		Date							
Signatures /s/ Janey Ahn as Attorney-in-Fact	0	1,20,2002							

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 Phantom Stock units were accrued under the BlackRock Deferred Compensation Plan.

(2) One performance right is convertible into the cash value of one share of BlackRock International Growth and Income Trust.

(3) The units are to be settled 100% in cash at the deferral period chosen by the reporting person.

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.