

SCHLOSSTEIN RALPH
Form 4
February 15, 2007

FORM 4

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

OMB APPROVAL

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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 *
SCHLOSSTEIN RALPH

(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)
02/13/2007

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)
President

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)
			Code	V	Amount	(D)	Price
Shares of Common Stock (par value \$0.01 per share)	02/13/2007		S		100	D	\$ 170.87
					662,293.83	D	<u>(1)</u>
Shares of Common Stock (par value \$0.01 per share)	02/13/2007		S		200	D	\$ 170.88
					662,093.83	D	<u>(1)</u>

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Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	100	D	\$ 170.89	<u>661,993.83</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	600	D	\$ 170.9	<u>661,393.83</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	400	D	\$ 170.92	<u>660,993.83</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	200	D	\$ 170.93	<u>660,793.83</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	100	D	\$ 170.94	<u>660,693.83</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	200	D	\$ 170.95	<u>660,493.83</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	2,259	D	\$ 171	<u>658,234.83</u> (1)	D
Shares of Common Stock (par value \$0.01 per	02/13/2007	S	200	D	\$ 171.02	<u>658,034.83</u> (1)	D

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share)							
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	500	D	\$ 171.03	<u>657,534.83</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	700	D	\$ 171.04	<u>656,834.83</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	400	D	\$ 171.06	<u>656,434.83</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	100	D	\$ 171.08	<u>656,334.83</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	700	D	\$ 171.09	<u>655,634.83</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	400	D	\$ 171.1	<u>655,234.83</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	200	D	\$ 171.11	<u>655,034.83</u> (1)	D
Shares of Common Stock (par value	02/13/2007	S	300	D	\$ 171.12	<u>654,734.83</u> (1)	D

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\$0.01 per share)							
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	100	D	\$ 171.13	<u>654,634.83</u> ₍₁₎	D
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	200	D	\$ 171.21	<u>654,434.83</u> ₍₁₎	D
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	1,500	D	\$ 171.22	<u>652,934.83</u> ₍₁₎	D
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	200	D	\$ 171.24	<u>652,734.83</u> ₍₁₎	D
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	100	D	\$ 171.26	<u>652,634.83</u> ₍₁₎	D
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	100	D	\$ 171.29	<u>652,534.83</u> ₍₁₎	D
Shares of Common Stock (par value \$0.01 per share)	02/13/2007	S	200	D	\$ 171.31	<u>652,334.83</u> ₍₁₎	D
Shares of Common Stock (par	02/13/2007	S	200	D	\$ 171.32	<u>652,134.83</u> ₍₁₎	D

value
\$0.01 per
share)

Shares of
Common
Stock (par
value
\$0.01 per
share)

02/13/2007 S 300 D \$ 171.34 651,834.83 D
(1)

Shares of
Common
Stock (par
value
\$0.01 per
share)

02/13/2007 S 900 D \$ 171.45 650,934.83 D
(1)

Shares of
Common
Stock (par
value
\$0.01 per
share)

02/14/2007 M 11,000 A \$ 43.3125 661,934.83 D
(1)

Shares of
Common
Stock (par
value
\$0.01 per
share)

02/14/2007 S 2,800 D \$ 171 659,134.83 D
(1)

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, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or

Number
of
Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHLOSSTEIN RALPH BLACKROCK, INC. 40 EAST 52ND STREET NEW YORK, NY 10022	X		President	

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Ralph Schlosstein 02/15/2007

__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 13,185 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 10,460 Restricted Stock Units granted under the Incentive Plan, vesting in equal installments on 1/31/08 and 1/31/09, and 18,358 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.

Remarks:

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

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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