KAPITO ROBERT

Form 4 April 25, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number: January 31, Expires:

2005 Estimated average 0.5

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obligations may continue.

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

See Instruction

1(b).

share)

(Print or Type Responses)

1. Name and Address of Reporting Person * KAPITO ROBERT		ting Person *	2. Issuer Name and Ticker or Trading Symbol BlackRock Inc. [BLK]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	X Director 10% Owner		
BLACKROCK INC., 40 EAST 52ND STREET		EAST	04/24/2008	_X_ Officer (give title Other (specify below)		
				President		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
NEW YORK	, NY 10022			_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	ccution Date, if Transaction Disposed of (D) Code (Instr. 3, 4 and 5) onth/Day/Year) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(Instr. 4)	
Shares of Common Stock (par value \$0.01 per share)	04/24/2008		S	700	D		1,040,503.6 (1)	D	
Shares of Common Stock (par value \$0.01 per	04/24/2008		S	500	D	\$ 200.85	1,040,003.6 (1)	D	

Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	100	D	\$ 200.86	1,039,903.6	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	100	D	\$ 200.89	1,039,803.6 (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	600	D	\$ 200.9	1,039,203.6 (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	300	D	\$ 200.92	1,038,903.6	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	710	D	\$ 200.93	1,038,193.6	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	200	D	\$ 200.94	1,037,993.6 (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	100	D	\$ 200.98	1,037,893.6 (1)	D
Shares of Common Stock (par value \$0.01 per	04/24/2008	S	1,900	D	\$ 200.99	1,035,993.6 (1)	D

share)								
Shares of Common Stock (par value \$0.01 per share)	04/24/2008		S	6,750	D	\$ 201	1,029,243.6	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008		S	100	D	\$ 201.01	1,029,143.6 (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008		S	100	D	\$ 201.03	1,029,043.6 (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008		S	200	D	\$ 201.06	1,028,843.6 (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008		S	400	D	\$ 201.07	1,028,443.6 (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008		S	300	D	\$ 201.08	1,028,143.6 (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008		S	100	D	\$ 201.09	1,028,043.6 (1)	D
Shares of Common Stock (par value	04/24/2008		S	300	D	\$ 201.1	1,027,743.6 (1)	D

\$0.01 per							
share)							
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	97	D	\$ 201.16	1,027,646.6 (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	400	D	\$ 201.18	1,027,246.6 (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	1,000	D	\$ 201.2	1,026,246.6 (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	800	D	\$ 201.23	1,025,446.6	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	1,200	D	\$ 201.26	1,024,246.6 (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	400	D	\$ 201.3	1,023,846.6 (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	400	D	\$ 201.31	1,023,446.6 (1)	D
Shares of Common Stock (par	04/24/2008	S	300	D	\$ 201.315	1,023,146.6 (1)	D

value \$0.01 per share)							
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	200	D	\$ 201.405	1,022,946.6 (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	500	D	\$ 201.43	1,022,446.6 (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	800	D	\$ 201.44	1,021,646.6 (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	600	D	\$ 201.45	1,021,046.6 (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 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. Transactic Code (Instr. 8)	5. onNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	ate	Secur	ant of rlying	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships							
1 0	Director	10% Owner	Officer	Other				
KAPITO ROBERT BLACKROCK INC. 40 EAST 52ND STREET NEW YORK NY 10022	X		President					

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Robert 04/25/2008 Kapito **Signature of Reporting Person

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) 4,972 Restricted Stock Units granted under the Incentive Plan vesting on 1/31/09, (ii) 21,084 Restricted Stock Units vesting in equal installments on 1/31/09 and 1/31/10, and (iii) 31,739 Restricted Stock Units vesting 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.

Date

Remarks:

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

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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