

BlackRock Inc.
Form 4
January 30, 2007

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CONNOLLY ROBERT

(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)
01/26/2007

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)

General Counsel

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 Beneficial Ownership (Instr. 4) |
|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Shares of Common Stock (par value \$0.01 per share) | 01/26/2007 | | A | 12,806 (1) | A \$ 0 (1) | 39,040.0775 (2) | D |
| Shares of Common Stock (par value \$0.01 per share) | 01/26/2007 | | D | 12,806 (3) | D \$ 169.17 (3) | 26,234.0775 (2) | D |

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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. 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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
| | | | | 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 |
| CONNOLLY ROBERT BLACKROCK, INC. 40 EAST 52ND STREET NEW YORK, NY 10022 | General Counsel |

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Robert P.
Connolly 01/30/2007

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) Issuance of shares in settlement of 83.33% of cash denominated awards made in 2002 and 2003 under the BlackRock, Inc. 2002 Long-Term Retention and Incentive Plan (the "2002 LTIP") as previously discussed in BlackRock's proxy statements for those periods. Awards were paid out approximately 50 months after the first grant under the 2002 LTIP although the performance criteria contained in the 2002 LTIP were satisfied on March 31, 2005. On January 16, 2007, the Management Development and Compensation Committee approved January 29, 2007 as the payment date pursuant to the 2002 LTIP. The number of shares of Common Stock reflected above was determined pursuant to the terms of the 2002 LTIP by dividing 83.33% of the vested 2002 LTIP award by \$169.17, the closing price of Common Stock on January 26, 2007.

(2)

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Includes 1,370 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 3,093 Restricted Stock Units granted under the Incentive Plan, vesting in equal installments on 1/31/07, 1/31/08 and 1/31/09, and 1,799 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.

- (3) Represents the disposition of Common Stock to BlackRock, Inc. (as approved by the Management Development and Compensation Committee) pursuant to the exercise of put rights pursuant to the 2002 LTIP. The 2002 LTIP allowed award beneficiaries, following a period of approximately 50 months from the initial grant date, to put Common Stock to be received under the 2002 LTIP to BlackRock, Inc. on the payment date at the same price per share as that used for calculating the number of shares to be paid.

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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