

BlackRock Inc.  
Form 4  
February 13, 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

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ANDERSON KEITH

(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)

02/09/2007

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 \_\_\_\_\_ Other (specify  
below) 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

**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)	02/09/2007		S	400	D	\$ 173,497.41 175.65 (1)	D
Shares of Common Stock (par value \$0.01 per share)	02/09/2007		S	200	D	\$ 173,297.41 175.66 (1)	D

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Shares of Common Stock (par value \$0.01 per share)	02/09/2007	S	600	D	\$ 175.67	172,697.41 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	02/09/2007	S	100	D	\$ 175.68	172,597.41 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	02/09/2007	S	1,000	D	\$ 175.69	171,597.41 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	02/09/2007	S	3,900	D	\$ 175.7	167,697.41 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	02/09/2007	S	200	D	\$ 175.71	167,497.41 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	02/09/2007	S	1,300	D	\$ 175.72	166,197.41 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	02/09/2007	S	200	D	\$ 175.74	165,997.41 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per	02/09/2007	S	500	D	\$ 175.75	165,497.41 <u>(1)</u>	D

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share)

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

02/09/2007

S

200

D

\$ 175.8

165,297.41  
(1)

D

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

02/09/2007

S

100

D

\$ 175.85

165,197.41  
(1)

D

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

02/09/2007

S

700

D

\$ 175.86

164,497.41  
(1)

D

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

02/09/2007

S

1,500

D

\$ 175.95

162,997.41  
(1)

D

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

02/09/2007

S

200

D

\$ 175.97

162,797.41  
(1)

D

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

02/09/2007

S

300

D

\$ 175.98

162,497.41  
(1)

D

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

02/09/2007

S

200

D

\$ 175.99

162,297.41  
(1)

D

Shares of  
Common  
Stock (par  
value

02/09/2007

S

2,300

D

\$ 176

159,997.41  
(1)

D

\$0.01 per  
share)

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

02/09/2007

S

100

D

\$ 176.4

159,897.41  
(1)

D

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

02/09/2007

S

400

D

\$ 176.45

159,497.41  
(1)

D

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

02/09/2007

S

200

D

\$ 176.46

159,297.41  
(1)

D

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

02/09/2007

S

200

D

\$ 176.61

159,097.41  
(1)

D

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

82,500

I

By family  
trust (2)

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

82,500

I

By family  
trust (2)

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
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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)

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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
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Date Exercisable      Expiration Date      Title      Amount or Number of Shares

Code V (A) (D)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

ANDERSON KEITH  
BLACKROCK, INC.  
40 EAST 52ND STREET  
NEW YORK, NY 10022

Vice Chairman

## Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Keith  
Anderson

02/13/2007

\_\_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 9,552 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 8,397 Restricted Stock Units granted under the Incentive Plan, vesting in equal installments on 1/31/08 and 1/31/09, and 16,446 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.

(2) These shares are held in a trust for the benefit of one of the reporting person's children. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

### Remarks:

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

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.