

BLACKROCK INC /NY
Form 4
April 26, 2006

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 *
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 /NY [BLK]

3. Date of Earliest Transaction
(Month/Day/Year)
04/24/2006

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)
Vice Chairman

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 Class A Common Stock (par value \$0.01 per share)	04/24/2006		S		2,700	D	\$ 148.0011
							316,717 ⁽¹⁾ ₍₂₎
Shares of Class A Common Stock (par value	04/24/2006		S		300	D	\$ 148.4
							316,417 ⁽¹⁾ ₍₂₎

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\$0.01 per share)							
Shares of Class A Common Stock (par value \$0.01 per share)	04/24/2006	S	2,000	D	\$ 148	<u>314,417</u> ⁽¹⁾ ₍₂₎	D
Shares of Class A Common Stock (par value \$0.01 per share)	04/24/2006	S	2,600	D	\$ 148.0035	<u>311,817</u> ⁽¹⁾ ₍₂₎	D
Shares of Class A Common Stock (par value \$0.01 per share)	04/24/2006	S	400	D	\$ 148.18	<u>311,417</u> ⁽¹⁾ ₍₂₎	D
Shares of Class A Common Stock (par value \$0.01 per share)	04/24/2006	S	6,900	D	\$ 148.5035	<u>304,517</u> ⁽¹⁾ ₍₂₎	D
Shares of Class A Common Stock (par value \$0.01 per share)	04/24/2006	S	100	D	\$ 149.01	<u>304,417</u> ⁽¹⁾ ₍₂₎	D
Shares of Class A Common Stock (par value \$0.01 per share)	04/24/2006	S	3,200	D	\$ 148.5	<u>301,217</u> ⁽¹⁾ ₍₂₎	D
Shares of Class A Common	04/24/2006	S	1,800	D	\$ 148.4	<u>299,417</u> ⁽¹⁾ ₍₂₎	D

Stock (par value \$0.01 per share)

Shares of Class A Common

Stock (par value \$0.01 per share)	04/25/2006	S	2,000	D	\$ 148	297,417 ⁽¹⁾ <u>(2)</u>	D
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Shares of Class A Common

Stock (par value \$0.01 per share)	04/26/2006	S	3,000	D	\$ 151.1513	294,417 ⁽¹⁾ <u>(2)</u>	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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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 (Instr. 6)
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Reporting Owners

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

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

Signatures

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

04/26/2006

__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).

Includes 1,286 shares of Class A Common Stock acquired by the reporting person through March 31, 2006 under The PNC Financial Services Group, Inc. Incentive Savings Plan (the "ISP"). The information on this report with respect to the ISP is based on a plan statement dated as of March 31, 2006. Also includes 2,554 shares of Class A Common Stock acquired under the BlackRock, Inc.

(1) Employee Stock Purchase Plan through January 31, 2006. Also includes 7,238 shares of Class A Common Stock granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan as restricted shares and which are now fully vested. Also includes 19,103 shares of restricted Class A Common Stock granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan, vesting in two equal installments on 12/15/06 and 12/15/07.

Also includes 12,595 Restricted Stock Units granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan. Each Restricted
(2) Stock Unit is payable solely by delivery of an equal number of shares of Class A Common Stock and vests in three equal installments on 1/31/07, 1/31/08 and 1/31/09.

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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