

BlackRock Inc.
Form 4
February 12, 2007

FORM 4

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

OMB APPROVAL

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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. [BLK]

3. Date of Earliest Transaction
(Month/Day/Year)
02/08/2007

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)
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 Common Stock (par value \$0.01 per share) | 02/08/2007 | | S | | 2,000 | D | \$ 173.5 |
| | | | | | | | 183,797.41 <u>(1)</u> |
| Shares of Common Stock (par value \$0.01 per share) | 02/08/2007 | | S | | 1,000 | D | \$ 173.6 |
| | | | | | | | 182,797.41 <u>(1)</u> |

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| | | | | | | | |
|--|------------|---|-------|---|-------------|--------------------------|---|
| Shares of Common Stock (par value \$0.01 per share) | 02/08/2007 | S | 1,000 | D | \$ 173.751 | <u>181,797.41</u> (1) | D |
| Shares of Common Stock (par value \$0.01 per share) | 02/08/2007 | S | 3,000 | D | \$ 173.7546 | <u>178,797.41</u> (1) | D |
| Shares of Common Stock (par value \$0.01 per share) | 02/08/2007 | S | 600 | D | \$ 173.7816 | <u>178,197.41</u> (1) | D |
| Shares of Common Stock (par value \$0.01 per share) | 02/08/2007 | S | 2,000 | D | \$ 173.8025 | <u>176,197.41</u> (1) | D |
| Shares of Common Stock (par value \$0.01 per share) | 02/08/2007 | S | 1,700 | D | \$ 173.8517 | <u>174,497.41</u> (1) | D |
| Shares of Common Stock (par value \$0.01 per share) | 02/08/2007 | S | 1,000 | D | \$ 173.852 | <u>173,497.41</u> (1) | D |
| Shares of Common Stock (par value \$0.01 per share) | 02/08/2007 | S | 400 | D | \$ 173.8525 | <u>173,097.41</u> (1) | D |
| Shares of Common Stock (par value \$0.01 per | 02/08/2007 | S | 1,000 | D | \$ 173.868 | <u>172,097.41</u> (1) | D |

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| | | | | | | | |
|--|------------|---|-------|---|----------------|--------------------------|---|
| share) | | | | | | | |
| Shares of Common Stock (par value \$0.01 per share) | 02/08/2007 | S | 1,900 | D | \$ 173.9 | <u>170,197.41</u> (1) | D |
| Shares of Common Stock (par value \$0.01 per share) | 02/08/2007 | S | 1,000 | D | \$ 173.906 | <u>169,197.41</u> (1) | D |
| Shares of Common Stock (par value \$0.01 per share) | 02/08/2007 | S | 2,000 | D | \$ 173.921 | <u>167,197.41</u> (1) | D |
| Shares of Common Stock (par value \$0.01 per share) | 02/08/2007 | S | 500 | D | \$ 173.95 | <u>166,697.41</u> (1) | D |
| Shares of Common Stock (par value \$0.01 per share) | 02/08/2007 | S | 500 | D | \$ 173.956 | <u>166,197.41</u> (1) | D |
| Shares of Common Stock (par value \$0.01 per share) | 02/08/2007 | S | 1,700 | D | \$ 174.0017 | <u>164,497.41</u> (1) | D |
| Shares of Common Stock (par value \$0.01 per share) | 02/08/2007 | S | 1,500 | D | \$ 174.012 | <u>162,997.41</u> (1) | D |
| Shares of Common Stock (par value | 02/08/2007 | S | 700 | D | \$ 174.0285 | <u>162,297.41</u> (1) | D |

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| | | | | | | | | | |
|---|------------|---|-------|---|-------------|--------------------------|---|--|----------------------------|
| \$0.01 per share) | | | | | | | | | |
| Shares of Common Stock (par value \$0.01 per share) | 02/08/2007 | S | 400 | D | \$ 174.0375 | 161,897.41 <u>(1)</u> | D | | |
| Shares of Common Stock (par value \$0.01 per share) | 02/08/2007 | S | 1,300 | D | \$ 174.1607 | 160,597.41 <u>(1)</u> | D | | |
| Shares of Common Stock (par value \$0.01 per share) | 02/08/2007 | S | 300 | D | \$ 174.2566 | 160,297.41 <u>(1)</u> | D | | |
| Shares of Common Stock (par value \$0.01 per share) | 02/08/2007 | S | 200 | D | \$ 174.35 | 160,097.41 <u>(1)</u> | D | | |
| Shares of Common Stock (par value \$0.01 per share) | 02/09/2007 | S | 900 | D | \$ 177.5122 | 159,197.41 <u>(1)</u> | D | | |
| Shares of Common Stock (par value \$0.01 per share) | 02/09/2007 | S | 100 | D | \$ 177.8 | 159,097.41 <u>(1)</u> | D | | |
| Shares of Common Stock (par value \$0.01 per share) | | | | | | 82,500 | I | | By family trust <u>(2)</u> |
| Shares of Common Stock (par value \$0.01 per share) | | | | | | 82,500 | I | | By family trust <u>(2)</u> |

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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.

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