

BlackRock Inc.  
Form 4  
January 29, 2007

**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 \*  
**GOLUB BENNETT**

(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)  
**01/25/2007**

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)

Head of Portfolio Risk Mgmt

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 Ownership (Instr. 4)
Shares of Common Stock (par value \$0.01 per share)	01/25/2007		A	3,774 (1)	A \$ 0 230,900.48 (2)	D	
Shares of Common Stock (par value \$0.01 per share)					18,741.0659	I	By family trust (3)
Shares of Common Stock					18,741.0659	I	By family trust (3)

Stock (par value \$0.01 per share)

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

18,741.0659 I

By family trust <sup>(3)</sup>

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 number.**

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. Number of Derivative Securities Beneficially Owned (Instr. 6)
				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
GOLUB BENNETT BLACKROCK, INC. 40 EAST 52ND STREET NEW YORK, NY 10022			Head of Portfolio Risk Mgmt	

## Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Bennett W. Golub 01/29/2007

\_\_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).

Restricted Stock Units granted under the 1999 Stock Award and Incentive Plan as part of the reporting person's bonus approved by the Management Development and Compensation Committee of the Board of Directors for the 2006 fiscal year under the Amended and Restated 1999 Annual Incentive Performance Plan. The number of Restricted Stock Units was determined by dividing the approved dollar value of the equity award, by \$170.90, which was the average of the high and low price per share of Common Stock on January 25, 2007. This formula was approved by the Management Development and Compensation Committee on January 16, 2007. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock and vests in equal installments on 1/31/08, 1/31/09 and 1/31/10.

(1) Includes 2,685 shares of restricted Common Stock granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan, vesting on 12/15/07. Also, includes 5,961 Restricted Stock Units granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan, vesting in three equal installments on 1/31/07, 1/31/08 and 1/31/09. 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 and the reporting person's spouse are trustees 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.

(3) 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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