

BlackRock Inc.  
Form 4  
November 15, 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 \*  
Feliciani Joseph

(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)  
11/14/2007

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)  
Principal Accounting Officer

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|   |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Shares of Common Stock (par value \$0.01 per share) | 11/14/2007                           |  | M                              |   | 5,000   | A  | \$ 43.3125                        |
|   |                                      |  |                                |   | 7,421   | (1)  |                                   |
| Shares of Common Stock (par value \$0.01 per share) | 11/14/2007                           |  | M                              |   | 5,000   | A  | \$ 37.36                          |
|   |                                      |  |                                |   | 12,421  | (1)  |                                   |

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|  |            |     |       |   |           |                       |   |
|--|------------|-----|-------|---|-----------|-----------------------|---|
| Shares of<br>Common<br>Stock (par<br>value<br>\$0.01 per<br>share) | 11/14/2007 | S   | 200   | D | \$ 197.4  | 12,221 <sup>(1)</sup> | D |
| Shares of<br>Common<br>Stock (par<br>value<br>\$0.01 per<br>share) | 11/14/2007 | S   | 100   | D | \$ 197.45 | 12,121 <sup>(1)</sup> | D |
| Shares of<br>Common<br>Stock (par<br>value<br>\$0.01 per<br>share) | 11/14/2007 | S   | 1,000 | D | \$ 197.55 | 11,121 <sup>(1)</sup> | D |
| Shares of<br>Common<br>Stock (par<br>value<br>\$0.01 per<br>share) | 11/14/2007 | S   | 1,600 | D | \$ 197.74 | 9,521 <sup>(1)</sup>  | D |
| Shares of<br>Common<br>Stock (par<br>value<br>\$0.01 per<br>share) | 11/14/2007 | S   | 700   | D | \$ 197.75 | 8,821 <sup>(1)</sup>  | D |
| Shares of<br>Common<br>Stock (par<br>value<br>\$0.01 per<br>share) | 11/14/2007 | S   | 300   | D | \$ 197.82 | 8,521 <sup>(1)</sup>  | D |
| Shares of<br>Common<br>Stock (par<br>value<br>\$0.01 per<br>share) | 11/14/2007 | S/K | 1,100 | D | \$ 197.87 | 7,421 <sup>(1)</sup>  | D |
| Shares of<br>Common<br>Stock (par<br>value<br>\$0.01 per           | 11/14/2007 | S   | 700   | D | \$ 197.9  | 6,721 <sup>(1)</sup>  | D |

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share)

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

11/14/2007 S 300 D \$ 197.92 6,421 <sup>(1)</sup> D

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

11/14/2007 S 1,700 D \$ 198 4,721 <sup>(1)</sup> D

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

11/14/2007 S 2,300 D \$ 198.17 2,421 <sup>(1)</sup> D

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

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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Stock Option (right to buy)       | \$ 43.3125   | 11/14/2007                           |  | M                              | 5,000   | <sup>(2)</sup> 12/15/2010                                | Shares of Common Stock (par value \$0.01 per share) 5,000     |
|  | \$ 37.36   | 11/14/2007                           |  | M                              | 5,000   | 12/31/2006 10/15/2012                                    | 5,000   |

Employee  
Stock  
Option  
(right to  
buy)

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

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| Feliciani Joseph<br>BLACKROCK, INC.<br>40 EAST 52ND STREET<br>NEW YORK, NY 10022 |               |           | Principal Accounting Officer |       |

## Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Joseph  
Feliciani

11/15/2007

\_\_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).  
Includes 230 Restricted Stock Units granted under the Incentive Plan, vesting in equal installments on 1/31/08 and 1/31/09, and 471
- (1) 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 options vested in two equal installments on 12/15/2003 and 12/15/2004.

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.