

BlackRock Inc.
Form 4
February 22, 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

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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)

02/20/2007

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)	02/20/2007		M	24,900 A	\$ 37.36 183,997.41 (1)	D	
Shares of Common Stock (par value \$0.01 per share)	02/20/2007		S	3,100 D	\$ 174 180,897.41 (1)	D	

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Shares of Common Stock (par value \$0.01 per share)	02/20/2007	S	500	D	\$ 174.08	180,397.41 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	02/20/2007	S	1,200	D	\$ 174.1	179,197.41 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	02/20/2007	S	500	D	\$ 174.11	178,697.41 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	02/20/2007	S	300	D	\$ 174.13	178,397.41 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	02/20/2007	S	1,700	D	\$ 174.15	176,697.41 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	02/20/2007	S	2,600	D	\$ 174.16	174,097.41 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	02/20/2007	S	900	D	\$ 174.17	173,197.41 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per	02/20/2007	S	3,200	D	\$ 174.2	169,997.41 <u>(1)</u>	D

share)

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

02/20/2007

S

200

D

\$ 169,797.41
174.21 ⁽¹⁾

D

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

02/20/2007

S

100

D

\$ 169,697.41
174.23 ⁽¹⁾

D

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

02/20/2007

S

100

D

\$ 169,597.41
174.24 ⁽¹⁾

D

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

02/20/2007

S

100

D

\$ 169,497.41
174.29 ⁽¹⁾

D

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

02/20/2007

S

300

D

\$ 169,197.41
174.3 ⁽¹⁾

D

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

02/20/2007

S

300

D

\$ 168,897.41
174.35 ⁽¹⁾

D

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

02/20/2007

S

300

D

\$ 168,597.41
174.4 ⁽¹⁾

D

Shares of
Common
Stock (par
value)

02/20/2007

S

500

D

\$ 168,097.41
174.45 ⁽¹⁾

D

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\$0.01 per share)								
Shares of Common Stock (par value \$0.01 per share)	02/20/2007	S	100	D	\$ 174.46	167,997.41 (1)	D	
Shares of Common Stock (par value \$0.01 per share)	02/20/2007	S	100	D	\$ 174.47	167,897.41 (1)	D	
Shares of Common Stock (par value \$0.01 per share)	02/20/2007	S	100	D	\$ 174.49	167,797.41 (1)	D	
Shares of Common Stock (par value \$0.01 per share)	02/20/2007	S	1,700	D	\$ 174.5	166,097.41 (1)	D	
Shares of Common Stock (par value \$0.01 per share)	02/20/2007	S	100	D	\$ 174.53	165,997.41 (1)	D	
Shares of Common Stock (par value \$0.01 per share)	02/20/2007	S	500	D	\$ 174.55	165,497.41 (1)	D	
Shares of Common Stock (par value \$0.01 per share)	02/20/2007	S	700	D	\$ 174.57	164,797.41 (1)	D	
Shares of Common Stock (par	02/20/2007	S	400	D	\$ 174.58	164,397.41 (1)	D	

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value
\$0.01 per
share)

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

02/20/2007

S

400

D

\$ 163,997.41
174.59 (1)

D

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

02/20/2007

S

1,800

D

\$ 162,197.41
174.6 (1)

D

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

02/20/2007

S

100

D

\$ 162,097.41
174.61 (1)

D

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

02/20/2007

S

200

D

\$ 161,897.41
174.66 (1)

D

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

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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)

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)	\$ 37.36	02/20/2007	M	24,900	12/31/2006	12/31/2012	Common Stock (par value \$0.01 per share)	24,900
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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

02/22/2007

 **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.

Remarks:

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

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