BlackRock Inc. Form 4 July 27, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction 1(b).

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 * **NOVICK BARBARA**

2. Issuer Name and Ticker or Trading

Issuer

Symbol

(First) (Middle) (Last)

(Street)

BlackRock Inc. [BLK] 3. Date of Earliest Transaction

below)

(Check all applicable)

BLACKROCK, INC., 40 EAST

(Month/Day/Year) 07/25/2007

Director 10% Owner X_ Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

Vice Chairman

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

52ND STREET

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10022

share)

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqu	uired, Disposed of,	or Beneficiall	y 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. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)	07/25/2007		S	100	D	\$ 169.29	255,109.8525 (1)	D	
Shares of Common Stock (par value \$0.01 per	07/25/2007		S	600	D	\$ 169.3	254,509.8525 (1)	D	

Shares of Common Stock (par value \$0.01 per share)	07/25/2007	S	200	D	\$ 169.31	254,309.8525 (1)	D
Shares of Common Stock (par value \$0.01 per share)	07/25/2007	S	100	D	\$ 169.33	254,209.8525 (1)	D
Shares of Common Stock (par value \$0.01 per share)	07/25/2007	S	100	D	\$ 169.34	254,109.8525 (1)	D
Shares of Common Stock (par value \$0.01 per share)	07/25/2007	S	110	D	\$ 169.37	253,999.8525 (1)	D
Shares of Common Stock (par value \$0.01 per share)	07/25/2007	S	100	D	\$ 169.39	253,899.8525 (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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Own
	Security			Acquired					Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3.				

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4, and 5)

Date Expiration Title Code V (A) (D)

Exercisable Date Expiration Title Of Shares

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

NOVICK BARBARA BLACKROCK, INC. 40 EAST 52ND STREET NEW YORK, NY 10022

Vice Chairman

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Barbara Novick

07/27/2007

**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 8,096 shares of restricted Common Stock granted under the Incentive Plan, vesting on 12/15/07. Also, includes 6,335 Restricted Stock Units granted under the Incentive Plan, vesting in equal installments on 1/31/08 and 1/31/09, and 7,475 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.

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.

Reporting Owners 3