

BlackRock Inc.  
Form 4  
April 18, 2008

**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 \*  
**FINK LAURENCE**

(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)  
**04/17/2008**

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)  
**Chairman and CEO**

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)
			Code	V	Amount or Price		
Shares of Common Stock (par value \$0.01 per share)	04/17/2008		M		12,500 A \$ 14	(1)	D
Shares of Common Stock (par value \$0.01 per share)	04/17/2008		M		9,800 A \$ 43.3125	(1)	D

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Shares of Common Stock (par value \$0.01 per share)	04/17/2008	S	15,495	D	\$ 202	<u>1,363,698.28</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/17/2008	S	1,100	D	\$ 202.01	<u>1,362,598.28</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/17/2008	S	300	D	\$ 202.02	<u>1,362,298.28</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/17/2008	S	595	D	\$ 202.03	<u>1,361,703.28</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/17/2008	S	1,511	D	\$ 202.04	<u>1,360,192.28</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/17/2008	S	500	D	\$ 202.05	<u>1,359,692.28</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/17/2008	S	300	D	\$ 202.06	<u>1,359,392.28</u> (1)	D
Shares of Common Stock (par value \$0.01 per	04/17/2008	S	400	D	\$ 202.07	<u>1,358,992.28</u> (1)	D

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share)							
Shares of Common Stock (par value \$0.01 per share)	04/17/2008	S	100	D	\$ 202.1	<u>1,358,892.28</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/17/2008	S	200	D	\$ 202.13	<u>1,358,692.28</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/17/2008	S	100	D	\$ 202.14	<u>1,358,592.28</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/17/2008	S	500	D	\$ 202.2	<u>1,358,092.28</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/17/2008	S	200	D	\$ 202.27	<u>1,357,892.28</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/17/2008	S	400	D	\$ 202.29	<u>1,357,492.28</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/17/2008	S	100	D	\$ 202.3	<u>1,357,392.28</u> (1)	D
Shares of Common Stock (par value	04/17/2008	S	499	D	\$ 202.32	<u>1,356,893.28</u> (1)	D

\$0.01 per share)

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

142,340 I

By Laurence D. Fink and Lori W. Fink Irrevocable Family Trust U/A/D 1/10/95

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

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**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)	\$ 14	04/17/2008		M	12,500	(2) 10/01/2009	Common Stock (par value \$0.01 per share) 12,500
Employee Stock Option (Right to Buy)	\$ 43.3125	04/17/2008		M	9,800	(3) 12/15/2010	Common Stock (par value \$0.01 per share) 9,800

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

FINK LAURENCE  
BLACKROCK, INC.  
40 EAST 52ND STREET  
NEW YORK, NY 10022

X

Chairman and CEO

## Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Laurence  
Fink

04/18/2008

\_\_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 (i) 9,944 Restricted Stock Units granted under the Incentive Plan vesting on 1/31/09, (ii) 32,524 Restricted Stock Units vesting (1) in equal installments on 1/31/09 and 1/31/10, and (iii) 41,396 Restricted Stock Units vesting in installments on 1/31/09, 1/31/10, and 1/31/11. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of common stock.

(2) Vested in three equal installments on 10/01/00, 10/01/01, and 10/01/02.

(3) Vested in two equal installments on 12/15/03 and 12/15/04.

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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