

BLACKROCK INC /NY

Form 4

April 26, 2006

**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

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SCHLOSSTEIN RALPH**

(Last) (First) (Middle)

**C/O BLACKROCK FINANCIAL  
MANAGEMENT, INC., 40 EAST  
52ND STREET**

(Street)

**NEW YORK, NY 10022**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**BLACKROCK INC /NY [BLK]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**04/25/2006**

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) President

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Shares of Class A Common Stock (par value \$0.01 per share)	04/25/2006		G	V	2,000	D	\$ 0
					528,333	(1) (2)	D

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  
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SEC 1474  
(9-02)

number.

**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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
SCHLOSSTEIN RALPH C/O BLACKROCK FINANCIAL MANAGEMENT, INC. 40 EAST 52ND STREET NEW YORK, NY 10022	X President

## Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Ralph  
Schlosstein

04/26/2006

\_\_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 2,796 shares of Class A Common Stock acquired under the BlackRock, Inc. Employee Stock Purchase Plan through January 31, 2006. Also, includes 1,315 shares of Class A Common Stock acquired by the reporting person through March 31, 2006 under The PNC Financial Services Group, Inc. Incentive Savings Plan (the "ISP"). The information on this report with respect to the ISP is based on a plan statement dated as of March 31, 2006. Also includes 10,932 shares of Class A Common Stock granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan as restricted shares and which are now fully vested. Also includes 26,369 shares of restricted Class A Common Stock granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan, vesting in two equal installments on 12/15/06 and 12/15/07.

Also, includes 15,689 Restricted Stock Units granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of Class A Common Stock and vests in equal installments on 1/31/07, 1/31/08 and 1/31/09.

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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