AUDET PAUL Form 3 April 09, 2007

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

(Last)

AUDET PAUL

(First)

(Middle)

Statement

(Month/Day/Year)

03/28/2007

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

BlackRock Inc. [BLK]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Acting Chief Financial Officer

5. If Amendment, Date Original

Filed(Month/Day/Year)

BLACKROCK, INC., 40 **EAST 52ND STREET**

(Street)

Director _X__ Officer

10% Owner Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

NEW YORK, NYÂ 10022

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

(Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form: Direct (D)

> or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Shares of Common Stock (par value \$0.01

per share)

 $128,997^{(1)}$

Â D

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. 5. Ownership Conversion or Exercise Form of Price of Derivative

6. Nature of Indirect Beneficial

Ownership

(Instr. 5)

Derivative Security:

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	12/15/2003(2)	12/15/2010	Common Stock (par value \$0.01 per share)	30,000	\$ 43.3125	D	Â
Employee Stock Option (right to buy)	12/31/2006	10/15/2012	Common Stock (par value \$0.01 per share)	90,000	\$ 37.36	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
• 0	Director	10% Owner	Officer	Other	
AUDET PAUL					
BLACKROCK, INC.	â	Â	Acting Chief Financial Officer	â	
40 EAST 52ND STREET	A	А	A Acting Chief Philancial Officer	A	
NEW YORK, NY 10022					

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Paul
Audet
04/09/2007

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 2,294 shares of Common Stock acquired by the reporting person under the BlackRock, Inc. Employee Stock Purchase Plan through March 28, 2007. Also includes 761 unvested restricted shares granted on 12/15/2003 and 891 unvested restricted shares granted on 1/21/2005. Also includes 2,210 unvested Restricted Stock Units granted on 1/23/2006 and 2,018 Restricted Stock Units granted on 1/25/2007.
- (2) The options vested one-half ratably on each of 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.

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