

CONNOLLY ROBERT
Form 4
December 19, 2006

FORM 4

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

OMB APPROVAL

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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 *
CONNOLLY ROBERT

(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)
12/15/2006

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 below) ___ Other (specify below)
General Counsel

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) | 12/15/2006 | | F | 600 ⁽¹⁾ D | \$ 24,435.0775 ₍₂₎ 146.1 | 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)

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| CONNOLLY ROBERT BLACKROCK, INC. 40 EAST 52ND STREET NEW YORK, NY 10022 | | | General Counsel | |

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Robert P. Connolly 12/19/2006

**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).
- (1) Represents the withholding by BlackRock of 600 shares of Common Stock to satisfy tax obligation on the vesting of the reporting person's shares of restricted stock granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan, as amended.
Includes 265 shares of Common Stock acquired under the BlackRock, Inc. Employee Stock Purchase Plan on January 31, 2006 and July 31, 2006. Also, includes 93 shares of Common Stock acquired since the reporting person's last report and held under the BlackRock, Inc. Retirement Savings Plan (the "RSP"), the successor to The PNC Financial Services Group, Inc. Incentive Savings Plan. The information on this report with respect to the RSP is based on a plan statement dated as of October 31, 2006. Also, includes 1,370 shares of restricted Common Stock granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan, vesting on 12/15/07. Also, includes 3,093 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 Common Stock and vests in three equal installments on 1/31/07, 1/31/08 and 1/31/09.

Remarks:

On September 29, 2006, the corporation then known as BlackRock, Inc. ("Old BlackRock") merged with its wholly-owned subsidiary. 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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