

CONNOLLY ROBERT
Form 4
May 08, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
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)
05/06/2008

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)
General Counsel

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 (A) or (D) Price				
Shares of Common Stock (par value \$0.01 per share)	05/06/2008		S		400	D	\$ 218.49	52,002.0775 (1)	D
Shares of Common Stock (par value \$0.01 per share)	05/06/2008		S		1,400	D	\$ 218.5	50,602.0775 (1)	D

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Shares of Common Stock (par value \$0.01 per share)	05/06/2008	S	300	D	\$ 218.51	50,302.0775 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	05/06/2008	S	300	D	\$ 218.52	50,002.0775 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	05/06/2008	S	200	D	\$ 218.53	49,802.0775 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	05/06/2008	S	300	D	\$ 218.54	49,502.0775 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	05/06/2008	S	111	D	\$ 218.57	49,391.0775 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	05/06/2008	S	300	D	\$ 218.64	49,091.0775 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	05/06/2008	S	900	D	\$ 218.66	48,191.0775 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per	05/06/2008	S	100	D	\$ 218.67	48,091.0775 <u>(1)</u>	D

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share)							
Shares of Common Stock (par value \$0.01 per share)	05/06/2008	S	1,100	D	\$ 218.69	<u>46,991.0775</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	05/06/2008	S	600	D	\$ 218.7	<u>46,391.0775</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	05/06/2008	S	100	D	\$ 218.78	<u>46,291.0775</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	05/06/2008	S	200	D	\$ 218.8	<u>46,091.0775</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	05/06/2008	S	500	D	\$ 218.83	<u>45,591.0775</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	05/06/2008	S	1,000	D	\$ 218.84	<u>44,591.0775</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	05/06/2008	S	100	D	\$ 218.86	<u>44,491.0775</u> (1)	D
Shares of Common Stock (par value	05/06/2008	S	500	D	\$ 218.87	<u>43,991.0775</u> (1)	D

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\$0.01 per share)								
Shares of Common Stock (par value \$0.01 per share)	05/06/2008	S	689	D	\$ 218.88	<u>43,302.0775</u> ⁽¹⁾	D	
Shares of Common Stock (par value \$0.01 per share)	05/06/2008	S	200	D	\$ 218.89	<u>43,102.0775</u> ⁽¹⁾	D	
Shares of Common Stock (par value \$0.01 per share)	05/06/2008	S	100	D	\$ 218.9	<u>43,002.0775</u> ⁽¹⁾	D	
Shares of Common Stock (par value \$0.01 per share)	05/06/2008	S	400	D	\$ 218.91	<u>42,602.0775</u> ⁽¹⁾	D	
Shares of Common Stock (par value \$0.01 per share)	05/06/2008	S	100	D	\$ 218.92	<u>42,502.0775</u> ⁽¹⁾	D	
Shares of Common Stock (par value \$0.01 per share)	05/06/2008	S	100	D	\$ 218.93	<u>42,402.0775</u> ⁽¹⁾	D	
Shares of Common Stock (par value \$0.01 per share)	05/06/2008	S	400	D	\$ 218.97	<u>42,002.0775</u> ⁽¹⁾	D	
Shares of Common Stock (par	05/06/2008	S	1,300	D	\$ 218.99	<u>40,702.0775</u> ⁽¹⁾	D	

value
\$0.01 per
share)

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

05/06/2008 S 5,400 D \$ 219 35,302.0775
(1) D

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

05/06/2008 S 200 D \$ 219.01 35,102.0775
(1) D

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

05/06/2008 S 200 D \$ 219.02 34,902.0775
(1) D

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

05/06/2008 S 100 D \$ 219.04 34,802.0775
(1) 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 required to respond unless the form displays a currently valid OMB control number.

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 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 Beneficially Owned Following Report Transaction (Instr. 6)
				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
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

05/08/2008

**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) 1,031 Restricted Stock Units vesting on 1/31/09, (ii) 1,200 Restricted Stock Units vesting in equal installments on 1/31/09 (1) and 1/31/10, and (iii) 2,716 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.

Remarks:

This Form 4 is being filed in four parts (part two of four).

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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