

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2007-01-30** | Period of Report: **2007-01-26**

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### ISSUER

#### **BlackRock Inc.**

CIK: **1364742** | IRS No.: **320174431** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **6211** Security brokers, dealers & flotation companies

Mailing Address  
40 EAST 52ND STREET  
NEW YORK NY 10022

Business Address  
40 EAST 52ND STREET  
NEW YORK NY 10022  
212-810-5300

### REPORTING OWNER

#### **KAPITO ROBERT**

CIK: **1059246**  
Type: **4** | Act: **34** | File No.: **001-33099** | Film No.: **07565898**

Mailing Address  
C/O BLACKROCK FINANCIAL  
MANAGEMENT INC.  
40 EAST 52ND STREET  
NEW YORK NY 10022

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>KAPITO ROBERT</b>			2. Issuer Name and Ticker or Trading Symbol <b>BlackRock Inc. [BLK]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Vice Chairman</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/26/2007</b>					
<b>BLACKROCK INC., 40 EAST 52ND STREET</b>			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
<b>NEW YORK, NY 10022</b>								
(City)	(State)	(Zip)						

**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	(A) or (D)	Price			
Shares of Common Stock (par value \$0.01 per share)	01/26/2007		<u>A</u>		54,183 <sup>(1)</sup>	A	\$ 0 <sup>(1)</sup>	1,036,642.6 <sup>(2)</sup>	D	
Shares of Common Stock (par value \$0.01 per share)	01/26/2007		<u>D</u>		54,183 <sup>(3)</sup>	D	\$169.17 <sup>(3)</sup>	982,459.6 <sup>(2)</sup>	D	
Shares of Common Stock (par value \$0.01 per share)								142,340	I	By Robert S. Kapito-Ellen R. Kapito Family Trust

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. Issuance of shares in settlement of 83.33% of cash denominated awards made in 2002 and 2003 under the BlackRock, Inc. 2002 Long-Term Retention and Incentive Plan (the "2002 LTIP") as previously discussed in BlackRock's proxy statements for those periods. Awards were paid out approximately 50 months after the first grant under the 2002 LTIP although the performance criteria contained in the 2002 LTIP were satisfied on March 31, 2005. On January 16, 2007, the Management Development and Compensation Committee approved January 29, 2007 as the payment date pursuant to the 2002 LTIP. The number of shares of Common Stock reflected above was determined pursuant to the terms of the 2002 LTIP by dividing 83.33% of the vested 2002 LTIP award by \$169.17, the closing price of Common Stock on January 26, 2007.
2. Includes 10,305 shares of restricted Common Stock granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan (the "Incentive Plan"), vesting on 12/15/07. Also, includes 14,915 Restricted Stock Units granted under the Incentive Plan, vesting in equal installments on 1/31/07, 1/31/08 and 1/31/09, and 31,625 Restricted Stock Units granted under the Incentive Plan, vesting in equal installments on 1/31/08, 1/31/09 and 1/31/10. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock.
3. Represents the disposition of Common Stock to BlackRock, Inc. (as approved by the Management Development and Compensation Committee) pursuant to the exercise of put rights pursuant to the 2002 LTIP. The 2002 LTIP allowed award beneficiaries, following a period of approximately 50 months from the initial grant date, to put Common Stock to be received under the 2002 LTIP to BlackRock, Inc. on the payment date at the same price per share as that used for calculating the number of shares to be paid.

### Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Robert Kapito

\*\* Signature of Reporting Person

01/30/2007

Date

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

\* 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).

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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