

AUDET PAUL  
Form 4  
July 22, 2008

**FORM 4**

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

OMB APPROVAL

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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 \*  
AUDET PAUL

(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)

07/18/2008

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)  
Vice Chairman

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 Common Stock (par value \$0.01 per share)	07/18/2008		S		100	D	\$ 213.9
					123,680 <sup>(1)</sup>	D	
Shares of Common Stock (par value \$0.01 per share)	07/18/2008		S		300	D	\$ 213.92
					123,380 <sup>(1)</sup>	D	

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Shares of Common Stock (par value \$0.01 per share)	07/18/2008	S	1,600	D	\$ 213.93	121,780 <sup>(1)</sup>	D
Shares of Common Stock (par value \$0.01 per share)	07/18/2008	S	400	D	\$ 214.03	121,380 <sup>(1)</sup>	D
Shares of Common Stock (par value \$0.01 per share)	07/18/2008	S	400	D	\$ 214.08	120,980 <sup>(1)</sup>	D
Shares of Common Stock (par value \$0.01 per share)	07/18/2008	S	200	D	\$ 214.09	120,780 <sup>(1)</sup>	D
Shares of Common Stock (par value \$0.01 per share)	07/18/2008	S	200	D	\$ 214.13	120,580 <sup>(1)</sup>	D
Shares of Common Stock (par value \$0.01 per share)	07/18/2008	S	400	D	\$ 214.14	120,180 <sup>(1)</sup>	D
Shares of Common Stock (par value \$0.01 per share)	07/18/2008	S	700	D	\$ 214.15	119,480 <sup>(1)</sup>	D
Shares of Common Stock (par value \$0.01 per	07/18/2008	S	200	D	\$ 214.16	119,280 <sup>(1)</sup>	D

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share)

Shares of  
Common  
Stock (par  
value 07/18/2008 S 100 D \$ 214.17 119,180 <sup>(1)</sup> D  
\$0.01 per  
share)

Shares of  
Common  
Stock (par  
value 07/18/2008 S 400 D \$ 214.18 118,780 <sup>(1)</sup> D  
\$0.01 per  
share)

Shares of  
Common  
Stock (par  
value 07/18/2008 S 200 D \$ 214.19 118,580 <sup>(1)</sup> D  
\$0.01 per  
share)

Shares of  
Common  
Stock (par  
value 07/18/2008 S 100 D \$ 214.2125 118,480 <sup>(1)</sup> D  
\$0.01 per  
share)

Shares of  
Common  
Stock (par  
value 07/18/2008 S 300 D \$ 214.23 118,180 <sup>(1)</sup> D  
\$0.01 per  
share)

Shares of  
Common  
Stock (par  
value 07/18/2008 S 100 D \$ 214.25 118,080 <sup>(1)</sup> D  
\$0.01 per  
share)

Shares of  
Common  
Stock (par  
value 07/18/2008 S 300 D \$ 214.28 117,780 <sup>(1)</sup> D  
\$0.01 per  
share)

Shares of 07/18/2008 S 700 D \$ 214.3 117,080 <sup>(1)</sup> D  
Common  
Stock (par  
value

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\$0.01 per share)							
Shares of Common Stock (par value \$0.01 per share)	07/18/2008	S	400	D	\$ 214.31	116,680 <sup>(1)</sup>	D
Shares of Common Stock (par value \$0.01 per share)	07/18/2008	S	400	D	\$ 214.34	116,280 <sup>(1)</sup>	D
Shares of Common Stock (par value \$0.01 per share)	07/18/2008	S	200	D	\$ 214.36	116,080 <sup>(1)</sup>	D
Shares of Common Stock (par value \$0.01 per share)	07/18/2008	S	100	D	\$ 214.37	115,980 <sup>(1)</sup>	D
Shares of Common Stock (par value \$0.01 per share)	07/18/2008	S	400	D	\$ 214.38	115,580 <sup>(1)</sup>	D
Shares of Common Stock (par value \$0.01 per share)	07/18/2008	S	1,400	D	\$ 214.39	114,180 <sup>(1)</sup>	D
Shares of Common Stock (par value \$0.01 per share)	07/18/2008	S	600	D	\$ 214.4	113,580 <sup>(1)</sup>	D
Shares of Common Stock (par	07/18/2008	S	100	D	\$ 214.405	113,480 <sup>(1)</sup>	D

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value  
\$0.01 per  
share)

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

07/18/2008 S 300 D \$ 214.43 113,180 <sup>(1)</sup> D

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

07/18/2008 S 425 D \$ 214.45 112,755 <sup>(1)</sup> D

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

07/18/2008 S 900 D \$ 214.46 111,855 <sup>(1)</sup> D

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

07/18/2008 S 500 D \$ 214.47 111,355 <sup>(1)</sup> 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.**

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(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 (Instr. 5)

Number  
of  
Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AUDET PAUL BLACKROCK, INC. 40 EAST 52ND STREET NEW YORK, NY 10022			Vice Chairman	

## Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Paul  
Audet 07/22/2008

        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).

(1) Includes (i) 1,105 Restricted Stock Units granted under the BlackRock, Inc 1999 Stock Award and Incentive Plan vesting on 1/31/09, (ii) 1,346 Restricted Stock Units vesting in equal installments on 1/31/09 and 1/31/10 and (iii) 2,701 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 six parts (part two of six).

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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