

BLACKROCK INC /NY  
Form SC 13G/A  
February 14, 2006

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE 13G**

**(RULE 13D-102)**

**INFORMATION STATEMENT PURSUANT TO RULE 13D-1**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**(AMENDMENT NO. 6)**

**BlackRock, Inc.**

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(Name of Issuer)

Common Stock

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(Title of Class of Securities)

09247X101

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(CUSIP Number)

December 31, 2005

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(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

1) Names of Reporting Persons

IRS Identification No. Of Above Persons

The PNC Financial Services Group, Inc.

25-1435979

2) Check the Appropriate Box if a Member of a Group (See Instructions)

a)

b)

3) SEC USE ONLY

4) Citizenship or Place of Organization

Pennsylvania

5) Sole Voting Power

Number of 45,547,776

Shares  6) Shared Voting Power

Beneficially

Owned By -0-

Each  7) Sole Dispositive Power

Reporting

Person 45,140,025

With  8) Shared Dispositive Power

7,970

9) Aggregate Amount Beneficially Owned by Each Reporting Person

45,548,076\*

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\*See the response to Item 4.

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares See Instructions

11) Percent of Class Represented by Amount in Row (9)

71.18\*

\*See the response to Item 4.

12) Type of Reporting Person (See Instructions)

HC

1) Names of Reporting Persons

IRS Identification No. Of Above Persons

PNC Bancorp, Inc.

51-0326854

2) Check the Appropriate Box if a Member of a Group (See Instructions)

a)

b)

3) SEC USE ONLY

4) Citizenship or Place of Organization

Delaware

5) Sole Voting Power

Number of 45,541,276

Shares  6) Shared Voting Power

Beneficially

Owned By -0-

Each  7) Sole Dispositive Power

Reporting

Person 45,140,025

With  8) Shared Dispositive Power

1,470

9) Aggregate Amount Beneficially Owned by Each Reporting Person

45,541,276\*

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\*See the response to Item 4.

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares See Instructions

11) Percent of Class Represented by Amount in Row (9)

71.16\*

\*See the response to Item 4.

12) Type of Reporting Person (See Instructions)

HC

1) Names of Reporting Persons

IRS Identification No. Of Above Persons

PNC Bank, National Association

22-1146430

2) Check the Appropriate Box if a Member of a Group (See Instructions)

a)

b)

3) SEC USE ONLY

4) Citizenship or Place of Organization

United States

5)  Sole Voting Power

Number of 841,276

Shares  6) Shared Voting Power

Beneficially

Owned By -0-

Each  7) Sole Dispositive Power

Reporting

Person 440,025

With  8) Shared Dispositive Power

1,470

9) Aggregate Amount Beneficially Owned by Each Reporting Person

841,576\*

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\*See the response to Item 4.

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares See Instructions

11) Percent of Class Represented by Amount in Row (9)

1.32\*

\*See the response to Item 4.

12) Type of Reporting Person (See Instructions)

BK



1) Names of Reporting Persons

IRS Identification No. Of Above Persons

J.J.B. Hilliard, W.L. Lyons, Inc.

61-0734935

2) Check the Appropriate Box if a Member of a Group (See Instructions)

a)

b)

3) SEC USE ONLY

4) Citizenship or Place of Organization

Kentucky

5)  Sole Voting Power

Number of 6,500

Shares  6) Shared Voting Power

Beneficially

Owned By -0-

Each  7) Sole Dispositive Power

Reporting

Person -0-

With  8) Shared Dispositive Power

6,500

9) Aggregate Amount Beneficially Owned by Each Reporting Person

6,500\*

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\*See the response to Item 4.

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares See Instructions

11) Percent of Class Represented by Amount in Row (9)

0.01\*

\*See the response to Item 4.

12) Type of Reporting Person (See Instructions)

IA

ITEM 2 (a) - NAME OF PERSON FILING:

The PNC Financial Services Group, Inc.; PNC Bancorp, Inc.; PNC Bank, National Association; and J.J.B. Hilliard, W.L. Lyons, Inc.

ITEM 2 (b) - ADDRESS OF PRINCIPAL BUSINESS OFFICE:

The PNC Financial Services Group, Inc. - One PNC Plaza, 249 Fifth Avenue, Pittsburgh, PA 15222-2707

PNC Bancorp, Inc. - 300 Delaware Avenue, Suite 304, Wilmington, DE 19801

PNC Bank, National Association - One PNC Plaza, 249 Fifth Avenue, Pittsburgh, PA 15222-2707

J.J.B. Hilliard, W.L. Lyons, Inc. - 501 South 4th Avenue, Louisville, KY 40202-2517

ITEM 2 (c) - CITIZENSHIP:

The PNC Financial Services Group, Inc. - Pennsylvania

PNC Bancorp, Inc. - Delaware

PNC Bank, National Association - United States

J.J.B. Hilliard, W.L. Lyons, Inc. - Kentucky

ITEM 4 - OWNERSHIP:

The following information is as of December 31, 2005:

(a) Amount Beneficially Owned:

45,548,076 shares\*

(b) Percent of Class:

71.18

(c) Number of shares to which such person has:

(i) sole power to vote or to direct the vote

45,547,776

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(ii) shared power to vote or to direct the vote

-0-

(iii) sole power to dispose or to direct the disposition of

45,140,025

(iv) shared power to dispose or to direct the disposition of

7,970

\*Of the total shares of Common Stock reported herein, 40,000,000 shares are Common Stock B and 4,700,000 shares are Common Stock A all held by PNC Bancorp, Inc. The Common Stock B is convertible into Common Stock A on a 1 for 1 basis pursuant to the terms of the Common Stock. The 4,700,000 shares of Common Stock A reported herein were converted from Common Stock B shares as of December 31, 2001. The percentage reported herein is based on 63,994,045 shares of Common Stock outstanding at October 31, 2005 (19,683,428 shares of Common Stock A and 44,310,617 shares of Common Stock B). On this basis, PNC Bancorp, Inc. holds 28.19% of the Common Stock A and 90.27% of the Common Stock B.

Of the total shares reported herein, 6,500 shares of Class A Common Stock are held in accounts at J.J.B. Hilliard, W.L. Lyons, Inc. in a fiduciary capacity.

Of the total shares reported herein, 841,576 shares of Class A Common Stock are held in accounts at PNC Bank, National Association in a fiduciary capacity.

ITEM 7 - IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Included are the following subsidiaries of The PNC Financial Services Group, Inc. - HC:

PNC Bancorp, Inc. - HC (wholly owned subsidiary of The PNC Financial Services Group, Inc.)

PNC Bank, National Association - BK (wholly owned subsidiary of PNC Bancorp, Inc.)

J.J.B. Hilliard, W.L. Lyons, Inc. - IA (indirect wholly owned subsidiary of The PNC Financial Services Group, Inc.)

ITEM 10 - CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 10, 2006

Date

By: /s/ Joan L. Gulley

Signature - The PNC Financial Services Group, Inc.

Joan L. Gulley, Vice President

Name & Title

February 10, 2006

Date

By: /s/ Maria C. Schaffer

Signature - PNC Bancorp, Inc.

Maria C. Schaffer, Executive Vice President

Name & Title

February 10, 2006

Date

By: /s/ Joan L. Gulley

Signature - PNC Bank, National Association

Joan L. Gulley, Executive Vice President

Name & Title

February 10, 2006

Date

By: /s/ James R. Allen

Signature - J.J.B. Hilliard, W.L. Lyons, Inc.

James R. Allen, Chairman & CEO

Name & Title

AN AGREEMENT TO FILE A JOINT STATEMENT FOR

THE PNC FINANCIAL SERVICES GROUP, INC.,

PNC BANCORP, INC. AND PNC BANK, NATIONAL ASSOCIATION

WAS PREVIOUSLY FILED AS EXHIBIT A TO SCHEDULE 13G

AN AGREEMENT TO FILE A JOINT STATEMENT FOR

J.J.B. HILLIARD, W.L. LYONS, INC.,

WAS PREVIOUSLY FILED AS EXHIBIT A TO AMENDMENT NO. 4 TO SCHEDULE 13G