

BlackRock Inc.
Form 4
November 15, 2007

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 *
Feliciani Joseph

(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)
11/14/2007

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)
Principal Accounting Officer

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) | 11/14/2007 | | M | | 5,000 A \$ 43.3125 | 7,421 (1) | D |
| Shares of Common Stock (par value \$0.01 per share) | 11/14/2007 | | M | | 5,000 A \$ 37.36 | 12,421 (1) | D |

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| | | | | | | | |
|--|------------|-----|-------|---|-----------|-----------------------|---|
| Shares of Common Stock (par value \$0.01 per share) | 11/14/2007 | S | 200 | D | \$ 197.4 | 12,221 ⁽¹⁾ | D |
| Shares of Common Stock (par value \$0.01 per share) | 11/14/2007 | S | 100 | D | \$ 197.45 | 12,121 ⁽¹⁾ | D |
| Shares of Common Stock (par value \$0.01 per share) | 11/14/2007 | S | 1,000 | D | \$ 197.55 | 11,121 ⁽¹⁾ | D |
| Shares of Common Stock (par value \$0.01 per share) | 11/14/2007 | S | 1,600 | D | \$ 197.74 | 9,521 ⁽¹⁾ | D |
| Shares of Common Stock (par value \$0.01 per share) | 11/14/2007 | S | 700 | D | \$ 197.75 | 8,821 ⁽¹⁾ | D |
| Shares of Common Stock (par value \$0.01 per share) | 11/14/2007 | S | 300 | D | \$ 197.82 | 8,521 ⁽¹⁾ | D |
| Shares of Common Stock (par value \$0.01 per share) | 11/14/2007 | S/K | 1,100 | D | \$ 197.87 | 7,421 ⁽¹⁾ | D |
| Shares of Common Stock (par value \$0.01 per | 11/14/2007 | S | 700 | D | \$ 197.9 | 6,721 ⁽¹⁾ | D |

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share)

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

11/14/2007 S 300 D \$ 197.92 6,421 ⁽¹⁾ D

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

11/14/2007 S 1,700 D \$ 198 4,721 ⁽¹⁾ D

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

11/14/2007 S 2,300 D \$ 198.17 2,421 ⁽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.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 43.3125 | 11/14/2007 | | M | 5,000 | ⁽²⁾ 12/15/2010 | Shares of Common Stock (par value \$0.01 per share) 5,000 |
| | \$ 37.36 | 11/14/2007 | | M | 5,000 | 12/31/2006 10/15/2012 | 5,000 |

Employee
Stock
Option
(right to
buy)

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

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Feliciani Joseph BLACKROCK, INC. 40 EAST 52ND STREET NEW YORK, NY 10022 | | | Principal Accounting Officer | |

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Joseph
Feliciani

11/15/2007

__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 230 Restricted Stock Units granted under the Incentive Plan, vesting in equal installments on 1/31/08 and 1/31/09, and 471
(1) 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.
(2) These options vested in two equal installments on 12/15/2003 and 12/15/2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.