

BlackRock Inc.  
Form 4  
August 08, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**HALLAC CHARLES**

(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)  
**08/06/2008**

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)  
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 Ownership (Instr. 4)	
			Code	V	Amount			
					(A) or (D)			
					Price			
Shares of Common Stock (par value \$0.01 per share)	08/06/2008		S		100	D	\$ 223.87	494,730.3828 (1) D
Shares of Common Stock (par value \$0.01 per share)	08/06/2008		S		200	D	\$ 223.89	494,530.3828 (1) D

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Shares of Common Stock (par value \$0.01 per share)	08/06/2008	S	100	D	\$ 223.9	<u>494,430.3828</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	08/06/2008	S	100	D	\$ 223.92	<u>494,330.3828</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	08/06/2008	S	300	D	\$ 223.94	<u>494,030.3828</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	08/06/2008	S	100	D	\$ 223.95	<u>493,930.3828</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	08/06/2008	S	200	D	\$ 223.96	<u>493,730.3828</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	08/06/2008	S	100	D	\$ 223.98	<u>493,630.3828</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	08/06/2008	S	100	D	\$ 223.99	<u>493,530.3828</u> (1)	D
Shares of Common Stock (par value \$0.01 per	08/06/2008	S	2,998	D	\$ 224	<u>490,532.3828</u> (1)	D

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share)

Shares of  
Common  
Stock (par  
value 08/06/2008 S 200 D \$ 490,332.3828  
224.01 (1) D  
\$0.01 per  
share)

Shares of  
Common  
Stock (par  
value 08/06/2008 S 200 D \$ 490,132.3828  
224.02 (1) D  
\$0.01 per  
share)

Shares of  
Common  
Stock (par  
value 08/06/2008 S 100 D \$ 490,032.3828  
224.05 (1) D  
\$0.01 per  
share)

Shares of  
Common  
Stock (par  
value 08/06/2008 S 100 D \$ 489,932.3828  
224.08 (1) D  
\$0.01 per  
share)

Shares of  
Common  
Stock (par  
value 08/06/2008 S 300 D \$ 489,632.3828  
224.09 (1) D  
\$0.01 per  
share)

Shares of  
Common  
Stock (par  
value 08/06/2008 S 1,400 D \$ 224.1 488,232.3828  
(1) D  
\$0.01 per  
share)

Shares of  
Common  
Stock (par  
value 08/06/2008 S 100 D \$ 488,132.3828  
224.13 (1) D  
\$0.01 per  
share)

Shares of 08/06/2008 S 190 D \$ 487,942.3828  
Common Stock (par 224.15 (1) D  
value)

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\$0.01 per share)							
Shares of Common Stock (par value \$0.01 per share)	08/06/2008	S	200	D	\$ 224.16	487,742.3828 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	08/06/2008	S	100	D	\$ 224.17	487,642.3828 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	08/06/2008	S	110	D	\$ 224.18	487,532.3828 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	08/06/2008	S	300	D	\$ 224.19	487,232.3828 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	08/06/2008	S	100	D	\$ 224.2	487,132.3828 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	08/06/2008	S	474	D	\$ 224.23	486,658.3828 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	08/06/2008	S	200	D	\$ 224.24	486,458.3828 <u>(1)</u>	D
Shares of Common Stock (par	08/06/2008	S	1,026	D	\$ 224.25	485,432.3828 <u>(1)</u>	D

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value  
\$0.01 per  
share)

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

08/06/2008	S	500	D	\$ 224.26	484,932.3828 <u>(1)</u>	D
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Shares of  
Common  
Stock (par  
value  
\$0.01 per  
share)

08/06/2008	S	200	D	\$ 224.28	484,732.3828 <u>(1)</u>	D
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Shares of  
Common  
Stock (par  
value  
\$0.01 per  
share)

08/06/2008	S	200	D	\$ 224.29	484,532.3828 <u>(1)</u>	D
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Shares of  
Common  
Stock (par  
value  
\$0.01 per  
share)

08/06/2008	S	700	D	\$ 224.3	483,832.3828 <u>(1)</u>	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
HALLAC CHARLES BLACKROCK, INC. 40 EAST 52ND STREET NEW YORK, NY 10022			Vice Chairman	

## Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Charles S. Hallac	08/08/2008
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\_\_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) 2,357 Restricted Stock Units granted under the Incentive Plan vesting on 1/31/09, (ii) 4,047 Restricted Stock Units vesting in installments on 1/31/09 and 1/31/10 and (iii) 8,198 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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