

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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**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  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
Vice Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 \$0.01 per share)	07/18/2008	S	100	D	\$ 214.17	119,180 <sup>(1)</sup>	D
Shares of Common Stock (par value \$0.01 per share)	07/18/2008	S	400	D	\$ 214.18	118,780 <sup>(1)</sup>	D
Shares of Common Stock (par value \$0.01 per share)	07/18/2008	S	200	D	\$ 214.19	118,580 <sup>(1)</sup>	D
Shares of Common Stock (par value \$0.01 per share)	07/18/2008	S	100	D	\$ 214.2125	118,480 <sup>(1)</sup>	D
Shares of Common Stock (par value \$0.01 per share)	07/18/2008	S	300	D	\$ 214.23	118,180 <sup>(1)</sup>	D
Shares of Common Stock (par value \$0.01 per share)	07/18/2008	S	100	D	\$ 214.25	118,080 <sup>(1)</sup>	D
Shares of Common Stock (par value \$0.01 per share)	07/18/2008	S	300	D	\$ 214.28	117,780 <sup>(1)</sup>	D
Shares of Common Stock (par value	07/18/2008	S	700	D	\$ 214.3	117,080 <sup>(1)</sup>	D

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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)

