

BlackRock Inc.
Form 4
December 19, 2006

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLUB BENNETT

(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)

12/15/2006

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 ____ Other (specify
below) below)

Head of Portfolio Risk Mgmt

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 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)
Shares of Common Stock (par value \$0.01 per share)	12/15/2006		F	1,176 (1)	D \$ 146.1	227,126.48 (2)	D
Shares of Common Stock (par value \$0.01 per share)					18,741.0659	I	By family trust (3)
Shares of Common					18,741.0659	I	By family trust (3)

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Stock (par
value \$0.01
per share)

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

18,741.0659 I

By family
trust ⁽³⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
required to respond unless the form
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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
GOLUB BENNETT BLACKROCK, INC. 40 EAST 52ND STREET NEW YORK, NY 10022	Head of Portfolio Risk Mgmnt

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Bennett W.
Golub

12/19/2006

__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) Represents the withholding by BlackRock of 1,176 shares of Common Stock to satisfy tax obligation on the vesting of the reporting person's shares of restricted stock granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan, as amended.
- Includes 86 shares of Common Stock acquired under the BlackRock, Inc. Employee Stock Purchase Plan on July 31, 2006. Also, includes 23 shares of Common Stock acquired since the reporting person's last report and held under the BlackRock, Inc. Retirement Savings Plan (the "RSP"), the successor to The PNC Financial Services Group, Inc. Incentive Savings Plan. The information on this report with respect to the RSP is based on a plan statement dated as of October 31, 2006. Also, includes 2,685 shares of restricted
- (2) Common Stock granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan, vesting on 12/15/07. Also, includes 5,961 Restricted Stock Units granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock and vests in three equal installments on 1/31/07, 1/31/08 and 1/31/09.
- (3) These shares are held in a trust for the benefit of one of the reporting person's children. The reporting person and the reporting person's spouse are trustees of the trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Remarks:

On September 29, 2006, the corporation then known as BlackRock, Inc. ("Old BlackRock") merged with its wholly-owned subsidiary.

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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