

KAPITO ROBERT

Form 4

April 25, 2008

**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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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
KAPITO ROBERT

(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)  
04/24/2008

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)

President

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 Beneficial Ownership (Instr. 4)
Shares of Common Stock (par value \$0.01 per share)	04/24/2008		M	12,500 A	\$ 14 <u>(1)</u>	1,012,814.6 <u>(1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008		M	40,000 A	\$ 43.3125 <u>(1)</u>	1,052,814.6 <u>(1)</u>	D

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Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	2,300	D	\$ 200	<u>1,050,514.6</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	100	D	\$ 200.075	<u>1,050,414.6</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	400	D	\$ 200.23	<u>1,050,014.6</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	300	D	\$ 200.24	<u>1,049,714.6</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	200	D	\$ 200.25	<u>1,049,514.6</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	100	D	\$ 200.31	<u>1,049,414.6</u> (1)	D
Shares of Common Stock (par value \$0.01 per share)	04/24/2008	S	300	D	\$ 200.34	<u>1,049,114.6</u> (1)	D
Shares of Common Stock (par value \$0.01 per	04/24/2008	S	1,600	D	\$ 200.35	<u>1,047,514.6</u> (1)	D

share)

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

04/24/2008	S	300	D	\$ 200.4	<u>1,047,214.6</u> (1)	D
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Shares of  
Common  
Stock (par  
value  
\$0.01 per  
share)

04/24/2008	S	100	D	\$ 200.44	<u>1,047,114.6</u> (1)	D
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Shares of  
Common  
Stock (par  
value  
\$0.01 per  
share)

04/24/2008	S	400	D	\$ 200.46	<u>1,046,714.6</u> (1)	D
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Shares of  
Common  
Stock (par  
value  
\$0.01 per  
share)

04/24/2008	S	100	D	\$ 200.56	<u>1,046,614.6</u> (1)	D
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Shares of  
Common  
Stock (par  
value  
\$0.01 per  
share)

04/24/2008	S	300	D	\$ 200.58	<u>1,046,314.6</u> (1)	D
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Shares of  
Common  
Stock (par  
value  
\$0.01 per  
share)

04/24/2008	S	300	D	\$ 200.6	<u>1,046,014.6</u> (1)	D
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Shares of  
Common  
Stock (par  
value  
\$0.01 per  
share)

04/24/2008	S	200	D	\$ 200.61	<u>1,045,814.6</u> (1)	D
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Shares of  
Common  
Stock (par  
value)

04/24/2008	S	100	D	\$ 200.66	<u>1,045,714.6</u> (1)	D
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\$0.01 per  
share)

Shares of  
Common  
Stock (par  
value

04/24/2008

S

100

D

\$ 200.67

1,045,614.6  
(1)

D

\$0.01 per  
share)

Shares of  
Common  
Stock (par  
value

04/24/2008

S

390

D

\$ 200.68

1,045,224.6  
(1)

D

\$0.01 per  
share)

Shares of  
Common  
Stock (par  
value

04/24/2008

S

100

D

\$ 200.7

1,045,124.6  
(1)

D

\$0.01 per  
share)

Shares of  
Common  
Stock (par  
value

04/24/2008

S

100

D

\$ 200.71

1,045,024.6  
(1)

D

\$0.01 per  
share)

Shares of  
Common  
Stock (par  
value

04/24/2008

S

300

D

\$ 200.72

1,044,724.6  
(1)

D

\$0.01 per  
share)

Shares of  
Common  
Stock (par  
value

04/24/2008

S

721

D

\$ 200.74

1,044,003.6  
(1)

D

\$0.01 per  
share)

Shares of  
Common  
Stock (par  
value

04/24/2008

S

200

D

\$ 200.75

1,043,803.6  
(1)

D

\$0.01 per  
share)

Shares of  
Common  
Stock (par

04/24/2008

S

900

D

\$ 200.77

1,042,903.6  
(1)

D

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value  
\$0.01 per  
share)

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

04/24/2008	S	1,000	D	\$ 200.78	<u>1,041,903.6</u> (1)	D
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Shares of  
Common  
Stock (par  
value  
\$0.01 per  
share)

04/24/2008	S	200	D	\$ 200.79	<u>1,041,703.6</u> (1)	D
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Shares of  
Common  
Stock (par  
value  
\$0.01 per  
share)

04/24/2008	S	400	D	\$ 200.8	<u>1,041,303.6</u> (1)	D
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Shares of  
Common  
Stock (par  
value  
\$0.01 per  
share)

04/24/2008	S	100	D	\$ 200.81	<u>1,041,203.6</u> (1)	D
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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.**

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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	

Shares of Common Stock (par value \$0.01 per share)	\$ 14	04/24/2008	M	12,500	<u>(2)</u>	10/01/2009	Common Stock (par value \$0.01 per share)	12,500
Shares of Common Stock (par value \$0.01 per share)	\$ 43.3125	04/24/2008	M	40,000	<u>(3)</u>	12/15/2010	Common Stock (par value \$0.01 per share)	40,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KAPITO ROBERT BLACKROCK INC. 40 EAST 52ND STREET NEW YORK, NY 10022	X		President	

## Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Robert  
Kapito

04/25/2008

          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 (i) 4,972 Restricted Stock Units granted under the Incentive Plan vesting on 1/31/09, (ii) 21,084 Restricted Stock Units vesting
- (1) in equal installments on 1/31/09 and 1/31/10, and (iii) 31,739 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.
- (2) Vested in three equal installments on 10/01/00, 10/01/01, and 10/01/02.
- (3) Vested in two equal installments on 12/15/03 and 12/15/04.

### Remarks:

This Form 4 is being filed in four parts (part one 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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