

BlackRock Inc.  
Form 3  
July 02, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â GOLUB BENNETT		(Month/Day/Year)	BlackRock Inc. [BLK]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		06/26/2008		
BLACKROCK, INC.,Â 40			(Check all applicable)	
EAST 52ND STREET			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(Street)			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Vice Chairman	
NEW YORK,Â NYÂ 10022				6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)		<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Shares of Common Stock (par value \$0.01 per share)	213,443.2695 <sup>(1)</sup>	D	Â
Shares of Common Stock (par value \$0.01 per share)	18,741.0659	I	Trust for benefit of family member
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (right to buy)	12/31/2006	10/15/2012	Common Stock (par value \$0.01 per share)	35,000	\$ 37.36	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLUB BENNETT BLACKROCK, INC. 40 EAST 52ND STREET NEW YORK, NY 10022	Â	Â	Â Vice Chairman	Â

## Signatures

Daniel R. Waltcher as Attorney-in-Fact for Bennett W. Golub 07/02/2008

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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 175 shares of Common Stock acquired by the reporting person under the BlackRock, Inc. Employee Stock Purchase Plan through June 26, 2008. Also includes 1,307,7895 shares of Common Stock held in the BlackRock, Inc. Retirement Savings Plan. Also includes (i) 1,987 restricted stock units granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan (the "Incentive Plan"),

(1) vesting on January 31, 2009, (ii) 2,516 restricted stock units granted under the Incentive Plan, vesting in equal installments on January 31, 2009 and January 31, 2010 and (iii) 4,941 restricted stock units granted under the Incentive Plan, vesting in equal installments on January 31, 2009, January 31, 2010 and January 31, 2011. Each restricted stock unit is payable solely by delivery of an equal number of shares of Common Stock.

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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