

BlackRock Inc.  
Form 3  
July 02, 2008

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

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

**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                    |
| Shares of Common Stock (par value \$0.01 per share) | 18,741.0659   | I  | Trust for benefit of family member                    |
| Shares of Common Stock (par value \$0.01 per share) | 18,741.0659   | I  | Trust for benefit of family member                    |

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

SEC 1473 (7-02)

**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.**

Edgar Filing: BlackRock Inc. - Form 3

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

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

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| GOLUB BENNETT<br>BLACKROCK, INC.<br>40 EAST 52ND STREET<br>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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.