FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person[*] MERRILL LYNCH & CO INC	2. Issuer Name **and** Ticker or Trading Symbol BlackRock Inc. [BLK]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director _X_ 10% Owner ___ Officer (give title below) ___ Other (specify below)
(Last) (First) (Middle) 4 WORLD FINANCIAL CENTER,	3. Date of Earliest Transaction (Month/Day/Year) 06/12/2008	
(Street) NEW YORK, NY 10080	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) ___ Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person
(City) (State) (Zip)		

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	(A) or (D)	Price			
Common Stock	06/12/2008		P		30 [(1)] [(2)]	A	$ 207.79	52,395,112 [(3)]	D	
Common Stock	06/13/2008		S		30 [(1)] [(2)]	D	$ 208.54	52,395,082 [(3)]	D	

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

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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 Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				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
MERRILL LYNCH & CO INC 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080		X		
MERRILL LYNCH INVESTMENT MANAGERS LP PO BOX 9011 PRINCETON, NJ 08543		X		
MERRILL LYNCH PIERCE FENNER & SMITH INC 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080		X		

FUND ASSET MANAGEMENT LP 800 SCUDDERS MILL RD PLAINSBORO, NJ 08536		X		
PRINCETON ADMINISTRATORS LP C/O MERRILL LYNCH ASSET MANAGEMENT PO BOX 9011 PRINCETON, NJ 08543		X		

Signatures

Merrill Lynch & Co., Inc. By: Richard B. Alsop, Vice President	06/16/2008
<center>**Signature of Reporting Person</center>	Date
Merrill Lynch Investment Managers, L.P. By Princeton Services Inc., Its General Partner By: Carlos M. Morales, Senior Vice President	06/16/2008
<center>**Signature of Reporting Person</center>	Date
Merrill Lynch, Pierce, Fenner & Smith., Inc. By: Carlos M. Morales, Senior Vice Prseident	06/16/2008
<center>**Signature of Reporting Person</center>	Date
Fund Asset Management, L.P. By Princeton Services Inc., Its General Partner By: Carlos M. Morales, Senior Vice President	06/16/2008
<center>**Signature of Reporting Person</center>	Date
Princeton Administrators, L.P. By Princeton Services Inc., Its General partner By: Carlos M. Morales, Senior Vice President	06/16/2008
<center>**Signature of Reporting Person</center>	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)   This transaction reflects transaction executed by Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS"), a wholly-owned subsidiary of Merrill Lynch & Co., Inc. (MLCO), to correct errors made in connection with trades in issuer's common stock.

(2)   The Reporting Person disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein. In connection with all of the transactions reported on this form, the Reporting Person has agreed to voluntarily remit appropriate profits, if any, to BLK. The Reporting Person disclaims that the transactions reported on this Form are subject to reporting under Section 16(a) or disgorgement under Section 16(b), and this report shall not be deemed an admission that those sections apply to these transactions.

(3)   Merrill Lynch & Co., Inc. (MLCO) directly or indirectly through its wholly-owned subsidiaries, Merrill Lynch Investment Managers, L.P., Fund Asset Management, L.P. and Princeton Administrators, L.P. owns 52,395,082 shares of the Issuer's 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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