

BLACKROCK INC /NY
Form 3
April 17, 2006

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 /NY [BLK] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 04/06/2006 | | |
| 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) |
| | | | Head of Portfolio Risk Mgmt | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |
| NEW YORK,Â NYÂ 10022 | | | | |
| (City) | (State) | (Zip) | | |

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 Class A Common Stock (par value \$0.01 per share) | 234,859 ⁽¹⁾ ⁽²⁾ | D | Â |
| Shares of Class A Common Stock (par value \$0.01 per share) | 18,741.0659 | I | By family trust ⁽³⁾ |
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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.

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 | | | |
| Shares of Class B Common Stock (par value \$0.01 per share) | Â (4) | Â (4) | Class A Common Stock | 0.48 | \$ (4) | D | Â |
| Employee Stock Option (right to buy) | Â (5) | 10/01/2009 | Class A Common Stock | 12,500 | \$ 14 | D | Â |
| Employee Stock Option (right to buy) | Â (6) | 12/15/2010 | Class A Common Stock | 25,000 | \$ 43.3125 | D | Â |
| Employee Stock Option (right to buy) | 12/31/2006 | 10/15/2012 | Class A Common Stock | 90,000 | \$ 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 Head of Portfolio Risk Mgmt | Â |

Signatures

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

04/17/2006

__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 1,284 shares of Class A Common Stock acquired by the reporting person through March 31, 2006 under The PNC Financial Services Group, Inc. Incentive Savings Plan (the "ISP"). The information on this report with respect to the ISP is based on a plan statement dated as of March 31, 2006. Also includes 2,525 shares of Class A Common Stock acquired under the BlackRock, Inc.

(1) Employee Stock Purchase Plan through January 31, 2006. Also includes 2,360 shares of Class A Common Stock granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan as restricted shares and which are now fully vested. Also includes 5,369 shares of restricted Class A Common Stock granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan, vesting in two equal installments on 12/15/06 and 12/15/07.

(2)

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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 Class A Common Stock and vests in three equal installments on 1/31/07, 1/31/08 and 1/31/09.

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

- (3) 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.
- (4) One share of Class B Common Stock is convertible, at any time, into one share of Class A Common Stock.
- (5) Option became exercisable in three annual installments on 10/1/00, 10/1/01 and 10/1/02.
- (6) Option became exercisable in two annual installments on 12/15/03 and 12/15/04.

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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