

BLACKROCK INC /NY
Form 4
July 21, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHLOSSTEIN RALPH

(Last) (First) (Middle)

C/O BLACKROCK FINANCIAL MANAGEMENT, INC., 40 EAST 52ND STREET

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BLACKROCK INC /NY [BLK]

3. Date of Earliest Transaction (Month/Day/Year)
07/19/2005

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 Class A Common Stock (par value \$0.01 per share)	07/19/2005		C ⁽¹⁾	50,000 A ⁽²⁾	545,800 ⁽³⁾	D	
Shares of Class A Common Stock (par value \$0.01)	07/20/2005		S	6,300 D \$ 83	539,500 ⁽³⁾	D	

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per share)							
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	100	D	\$ 83.01	539,400 ⁽³⁾	D
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	500	D	\$ 83.02	538,900 ⁽³⁾	D
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	200	D	\$ 83.03	538,700 ⁽³⁾	D
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	400	D	\$ 83.04	538,300 ⁽³⁾	D
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	4,300	D	\$ 83.05	534,000 ⁽³⁾	D
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	600	D	\$ 83.06	533,400 ⁽³⁾	D
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	3,000	D	\$ 83.07	530,400 ⁽³⁾	D
Shares of Class A Common Stock (par	07/20/2005	S	2,000	D	\$ 83.08	528,400 ⁽³⁾	D

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value \$0.01 per share)							
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	100	D	\$ 83.1	528,300 ⁽³⁾	D
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	100	D	\$ 83.12	528,200 ⁽³⁾	D
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	500	D	\$ 83.13	527,700 ⁽³⁾	D
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	7,300	D	\$ 83.15	520,400 ⁽³⁾	D
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	100	D	\$ 83.17	520,300 ⁽³⁾	D
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	100	D	\$ 83.19	520,200 ⁽³⁾	D
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	200	D	\$ 83.2	520,000 ⁽³⁾	D
Shares of Class A Common	07/20/2005	S	100	D	\$ 83.23	519,900 ⁽³⁾	D

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Stock (par value \$0.01 per share)							
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	300	D	\$ 83.24	519,600 ⁽³⁾	D
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	4,600	D	\$ 83.25	515,000 ⁽³⁾	D
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	1,300	D	\$ 83.27	513,700 ⁽³⁾	D
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	11,300	D	\$ 83.28	502,400 ⁽³⁾	D
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	1,900	D	\$ 83.29	500,500 ⁽³⁾	D
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	600	D	\$ 83.3	499,900 ⁽³⁾	D
Shares of Class A Common Stock (par value \$0.01 per share)	07/20/2005	S	400	D	\$ 83.32	499,500 ⁽³⁾	D
Shares of Class A	07/20/2005	S	100	D	\$ 83.34	499,400 ⁽³⁾	D

Common
Stock (par
value \$0.01
per share)

Shares of
Class A

Common
Stock (par
value \$0.01
per share) 07/21/2005 S 1,200 D \$ 82.6 498,200 ⁽³⁾ D

Shares of
Class A

Common
Stock (par
value \$0.01
per share) 07/21/2005 S 2,400 D \$ 82.7 495,800 ⁽³⁾ D

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

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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
Class B Common Stock (par value \$0.01 per share)	⁽²⁾	07/19/2005		C ⁽¹⁾	50,000	12/31/2002 ⁽⁴⁾	Class A Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SCHLOSSTEIN RALPH
C/O BLACKROCK FINANCIAL MANAGEMENT, INC.
40 EAST 52ND STREET
NEW YORK, NY 10022

X

President

Signatures

Daniel R. Waltcher as Attorney-in-Fact for Ralph
Schlosstein

07/21/2005

__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).

(1) The reporting person converted 50,000 shares of Class B Common Stock (See Table I) into 50,000 shares of Class A Common Stock on 7/19/05.

(2) One share of Class B Common Stock is convertible into one share of Class A Common Stock.

(3) Includes 2,542 shares of Class A Common Stock acquired by the reporting person under the BlackRock, Inc. Employee Stock Purchase Plan through January 31, 2005. Also includes 1,206 shares of Class A Common Stock acquired by the reporting person through June 30, 2005 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 as of June 30, 2005.

(4) The shares of Class B Common Stock can be converted at any time into shares of Class A Common Stock.

(5) The reporting person has direct ownership of 198,000.83 shares of Class B Common Stock and indirect ownership of 275,000 shares of Class B Common Stock through the Ralph L. Schlosstein 1998 Long-Term Trust U/A/D 2/2/98.

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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