BlackRock Inc. Form 4 April 02, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

January 31, 2005

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obligations

may continue.

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 See Instruction

1(b).

value \$0.01 per share)

(Print or Type Responses)

1. Name and Ad GROSFELD	ddress of Reporting P JAMES	Symbol	2. Issuer Name and Ticker or Trading Symbol Plant Pack Inc. (PL K)				5. Relationship of Reporting Person(s) to Issuer					
		BlackRock Inc. [BLK]				(Check all applicable)						
(Last)	(First) (M		of Earliest Tr	ansaction			_X_ Director	100	% Owner			
BLACKROO 52ND STRE		(Month/Day/Year) 03/31/2008					ve title Oth					
	(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
		Filed(M	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person					
NEW YORK						Form filed by More than One Reporting Person						
(City)	(City) (State) (Zip) Table I - Non-Deriv					erivative Securities Acquired, Disposed of, or Beneficially Owned						
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, i any (Month/Day/Year	Code	- T		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
			Code V	Amount	(D)	Price	(Instr. 3 and 4)					
Shares of Common Stock (par value \$0.01 per share)	03/31/2008		A	138 (1)	A	\$ 0 (1)	22,304	D				
Shares of Common Stock (par	03/31/2008		A	489 (2)	A	\$ 0	22,793	D				

(2)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9.
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	on Date, if TransactionNumber		Expiration Date		Amou	ınt of	Derivative	De
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Se
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivativ		e	Secur	ities	(Instr. 5)	Ве	
		Derivative				Securities			(Instr.	3 and 4)		O
		Security				Acquired						Fo
						(A) or						Re
						Disposed						Tr
						of (D)						(It
						(Instr. 3,						
						4, and 5)						
										Amount		
										Amount		
							Date	Expiration ble Date				
							Exercisable			Number		
				C-J- V	(A) (D)				of			
					Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

GROSFELD JAMES BLACKROCK, INC. 40 EAST 52ND STREET NEW YORK, NY 10022

X

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for James Grosfeld

04/02/2008 Date

**Signature of Reporting Person

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).
- Common Stock granted to Nonemployee Directors under the BlackRock, Inc. 1999 Stock Award and Incentive Plan (the "Plan"), based on the \$204.18 per share which was the closing price of the stock on March 31, 2008.
- Restricted Stock Units granted to Nonemployee Directors under the Plan, based on \$204.18 per share which was the closing price per share of the Common Stock on March 31, 2008. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of **(2)** Common Stock, is immediately vested and will not be settled until the earlier of 3 years from grant or departure from the Board of Directors.

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.

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