HALLAC G Form 4											
May 07, 20	ЛЛ								OMB AP	PROVAL	
	UNITED	STATES		RITIES ashingtor				OMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to SECURITIES								ERSHIP OF	Expires: January 31, 2005 Estimated average		
Section 16.SECURITIESLounded utologyForm 4 orForm 4 orburden hours per response0.5Form 5Filed 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 19400.5											
(Print or Type	e Responses)										
	Address of Reporting CHARLES		Symbol	er Name aı Rock Inc.		or Trac	ling	Issuer	Reporting Person(s) to		
(Last)	(Chec							ck all applicable)			
(Month/ BLACKROCK, INC., 40 EAST 05/05/2 52ND STREET				'Day/Year) 2008				Director 10% Owner X Officer (give title Other (specify below) below) Vice Chairman			
Filed(Month/Day/Year) Applicable Line) _X_ Form filed by 0						Applicable Line) _X_ Form filed by O	oint/Group Filing(Check One Reporting Person More than One Reporting				
	RK, NY 10022							Person	ore than One Rep	orting	
(City)	(State)	(Zip)					-	iired, Disposed of,			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution I any (Month/Day	Date, if	Code	oror Dispos (Instr. 3, 4	ed of		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)	
Shares of Common				Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(111501.4)		
Stock (par value \$0.01 per share)	05/05/2008			М	11,200	A	\$ 43.3125	486,732.3828 (1)	D		
Shares of Common Stock (par value \$0.01 per share)	05/05/2008			S	600	D	\$ 214.95	$, \frac{486,132.3828}{(1)}$	D		

Shares of Common Stock (par value \$0.01 per share)	05/05/2008	S	400	D	\$ 214.96	485,732.3828 (1)	D
Shares of Common Stock (par value \$0.01 per share)	05/05/2008	S	400	D	\$ 214.97	485,332.3828 (1)	D
Shares of Common Stock (par value \$0.01 per share)	05/05/2008	S	100	D	\$ 214.98	485,232.3828 (<u>1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	05/05/2008	S	440	D	\$ 215.01	484,792.3828 (1)	D
Shares of Common Stock (par value \$0.01 per share)	05/05/2008	S	200	D	\$ 215.03	484,592.3828 (1)	D
Shares of Common Stock (par value \$0.01 per share)	05/05/2008	S	100	D	\$ 215.04	484,492.3828 (<u>1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	05/05/2008	S	100	D	\$ 215.05	484,392.3828 (1)	D
Shares of Common Stock (par value \$0.01 per	05/05/2008	S	200	D	\$ 215.06	484,192.3828 (1)	D

share)							
Shares of Common Stock (par value \$0.01 per share)	05/05/2008	S	100	D	\$ 215.07	484,092.3828 (1)	D
Shares of Common Stock (par value \$0.01 per share)	05/05/2008	S	100	D	\$ 215.1	483,992.3828 (1)	D
Shares of Common Stock (par value \$0.01 per share)	05/05/2008	S	300	D	\$ 215.12	483,692.3828 (1)	D
Shares of Common Stock (par value \$0.01 per share)	05/05/2008	S	200	D	\$ 215.13	483,492.3828 (<u>1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	05/05/2008	S	400	D	\$ 215.15	483,092.3828 (1)	D
Shares of Common Stock (par value \$0.01 per share)	05/05/2008	S	400	D	\$ 215.17	482,692.3828 (<u>1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	05/05/2008	S	400	D	\$ 215.21	482,292.3828 (1)	D
Shares of Common Stock (par value	05/05/2008	S	160	D	\$ 215.25	482,132.3828 (1)	D

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\$0.01 per share)							
Shares of Common Stock (par value \$0.01 per share)	05/05/2008	S	300	D	\$ 215.26	481,832.3828 (1)	D
Shares of Common Stock (par value \$0.01 per share)	05/05/2008	S	100	D	\$ 215.31	481,732.3828 (1)	D
Shares of Common Stock (par value \$0.01 per share)	05/05/2008	S	100	D	\$ 215.34	481,632.3828 (1)	D
Shares of Common Stock (par value \$0.01 per share)	05/05/2008	S	600	D	\$ 215.36	481,032.3828 (1)	D
Shares of Common Stock (par value \$0.01 per share)	05/05/2008	S	300	D	\$ 215.38	480,732.3828 (1)	D
Shares of Common Stock (par value \$0.01 per share)	05/05/2008	S	100	D	\$ 215.39	480,632.3828 (<u>1)</u>	D
Shares of Common Stock (par value \$0.01 per share)	05/05/2008	S	200	D	\$ 215.4	480,432.3828 (<u>1)</u>	D
Shares of Common Stock	05/05/2008	S	100	D	\$ 215.41	480,332.3828 (1)	D

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(par value \$0.01 per share)								
Shares of Common Stock (par value \$0.01 per share)	05/05/2008	S	100	D	\$ 215.42	480,232.3828 (1)	D	
Shares of Common Stock (par value \$0.01 per share)	05/05/2008	S	100	D	\$ 215.43	480,132.3828 (1)	D	
Shares of Common Stock (par value \$0.01 per share)	05/05/2008	S	100	D	\$ 215.44	480,032.3828 (1)	D	
Shares of Common Stock (par value \$0.01 per share)	05/05/2008	S	400	D	\$ 215.45	479,632.3828 (<u>1)</u>	D	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.								

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 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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Amount of Securities I 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Shares of Common Stock (par value \$0.01 per share) \$ 43.3125	05/05/2008	М	11,200	(2)	12/15/2010	Common Stock (par value \$0.01 per share)	11,200
share)							

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
HALLAC CHARLES BLACKROCK, INC. 40 EAST 52ND STREET NEW YORK, NY 10022			Vice Chairman	n				
Signatures								
/s/ Daniel R. Waltcher as Attor Hallac	05/07/2008							
<u>**Signature of Rep</u>	orting Person	1		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).
- Includes (i) 2,357 Restricted Stock Units granted under the Incentive Plan vesting on 1/31/09, (ii) 4,047 Restricted Stock Units vesting in (1) equal installments on 1/31/09 and 1/31/10, and (iii) 8,198 Restricted Stock Units vesting in installments on 1/31/09, 1/31/10, and 1/31/11. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of common stock.
- (2) Vested in two equal installments on 12/15/03 and 12/15/04.

Remarks:

This Form 4 is being filed in two parts (part one of two).

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.