

BLACKROCK INC /NY
Form SC 13G/A
February 12, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G
(RULE 13D-102)

INFORMATION STATEMENT PURSUANT TO RULE 13D-1
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 2)

BLACKROCK, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

09247X101

(CUSIP Number)

December 31, 2001

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

CUSIP No. 461915100

Page 1 of 6 Pages

1) Names of Reporting Persons

IRS Identification No. Of Above Persons

The PNC Financial Services Group, Inc. (formerly, PNC Bank Corp.)
25-1435979

2) Check the Appropriate Box if a Member of a Group (See Instructions)

- a)
b)

3) SEC USE ONLY

4) Citizenship or Place of Organization Pennsylvania

Number of Shares	5) Sole Voting Power	44,935,000
Beneficially Owned	6) Shared Voting Power	-0-
By Each Reporting	7) Sole Dispositive Power	44,935,000
Person With	8) Shared Dispositive Power	-0-

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- 9) Aggregate Amount Beneficially Owned by Each Reporting Person 44,935,000*
*See the response to Item 4.
- 10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
See Instructions []
- 11) Percent of Class Represented by Amount in Row (9) 69.70*
*See the response to Item 4.
- 12) Type of Reporting Person (See Instructions) HC

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[] Rule 13d-1(c)
[X] Rule 13d-1(d)

CUSIP No. 461915100

Page 2 of 6 Pages

- 1) Names of Reporting Persons
IRS Identification No. Of Above Persons

PNC Bancorp, Inc. 51-0326854

- 2) Check the Appropriate Box if a Member of a Group (See Instructions)
a) []
b) []

3) SEC USE ONLY

4) Citizenship or Place of Organization Delaware

Number of Shares 5) Sole Voting Power 44,935,000

Beneficially Owned 6) Shared Voting Power -0-

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By Each Reporting Person With 7) Sole Dispositive Power 44,935,000
8) Shared Dispositive Power -0-
9) Aggregate Amount Beneficially Owned by Each Reporting Person 44,935,000*
*See the response to Item 4.
10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
See Instructions []
11) Percent of Class Represented by Amount in Row (9) 69.70*
*See the response to Item 4.
12) Type of Reporting Person (See Instructions) HC

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(AMENDMENT NO. 2)

BLACKROCK, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

09247X101

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- [] Rule 13d-1(b)
[] Rule 13d-1(c)
[X] Rule 13d-1(d)

CUSIP No. 461915100

Page 3 of 6 Pages

- 1) Names of Reporting Persons
IRS Identification No. Of Above Persons
PNC Bank, National Association 22-1146430
2) Check the Appropriate Box if a Member of a Group (See Instructions)
a) []
b) []
3) SEC USE ONLY
4) Citizenship or Place of Organization United States

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Number of Shares	5) Sole Voting Power	44,935,000
Beneficially Owned	6) Shared Voting Power	-0-
By Each Reporting	7) Sole Dispositive Power	44,935,000
Person With	8) Shared Dispositive Power	-0-
9) Aggregate Amount Beneficially Owned by Each Reporting Person		44,935,000*
		*See the response to Item 4.
10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares		
See Instructions		[]
11) Percent of Class Represented by Amount in Row (9)		69.70*
		*See the response to Item 4.
12) Type of Reporting Person (See Instructions)		BK

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SCHEDULE 13G
(RULE 13D-102)

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UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 2)

BLACKROCK, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

09247X101

(CUSIP Number)

December 31, 2001

(Date of Event Which Requires Filing of this Statement)

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[] Rule 13d-1(b)
[] Rule 13d-1(c)
[X] Rule 13d-1(d)

CUSIP No. 461915100

Page 4 of 6 Pages

1) Names of Reporting Persons
IRS Identification No. Of Above Persons

PNC Asset Management, Inc. 51-0380821

2) Check the Appropriate Box if a Member of a Group (See Instructions)

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a) []
 b) []

3) SEC USE ONLY

4) Citizenship or Place of Organization Delaware

Number of Shares	5) Sole Voting Power	44,935,000
Beneficially Owned	6) Shared Voting Power	-0-
By Each Reporting	7) Sole Dispositive Power	44,935,000
Person With	8) Shared Dispositive Power	-0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person 44,935,000*
 *See the response to Item 4.

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
 See Instructions []

11) Percent of Class Represented by Amount in Row (9) 69.70*
 *See the response to Item 4.

12) Type of Reporting Person (See Instructions) HC

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ITEM 4 - OWNERSHIP:

The following information is as of December 31, 2001:

(a) Amount Beneficially Owned:	44,935,000 shares*
(b) Percent of Class:	69.70*
(c) Number of shares to which such person has:	
(i) sole power to vote or to direct the vote	44,935,000
(ii) shared power to vote or to direct the vote	-0-
(iii) sole power to dispose or to direct the disposition of	44,935,000
(iv) shared power to dispose or to direct the disposition of	-0-

*Of the total shares of Common Stock reported herein, 40,000,000 shares are Common Stock B and 4,935,000 shares are Common Stock A. The Common Stock B is convertible into Common Stock A on a 1 for 1 basis pursuant to the terms of the Common Stock. The 4,935,000 shares of Common Stock A reported herein were converted from Common Stock B shares as of December 31, 2001. The percentage reported herein is based on 64,465,918 shares of Common Stock outstanding at December 31, 2001 (15,916,944 shares of Common Stock A and 48,548,974 shares of Common Stock B). On this basis, Reporting Persons hold 31.00% of the Common Stock A and 82.39% of the Common Stock B.

ITEM 7 - IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Included are the following subsidiaries of The PNC Financial Services Group, Inc. (formerly, PNC Bank Corp.) - HC:

PNC Bancorp, Inc. - HC (wholly owned subsidiary of The PNC Financial Services Group, Inc.)

PNC Bank, National Association - BK (wholly owned subsidiary of PNC Bancorp,

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Inc.)

PNC Asset Management, Inc. - HC (indirectly owned subsidiary of PNC Bank, National Association)

ITEM 10 - CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 12, 2002

Date

By: /s/ Robert L. Haunschild

Signature - The PNC Financial Services Group, Inc.
Robert L. Haunschild, Senior Vice President and Chief Financial Officer

Name & Title

February 12, 2002

Date

By: /s/ James B. Yahner

Signature - PNC Bancorp, Inc.
James B. Yahner, Vice President

Name & Title

February 12, 2002

Date

By: /s/ Thomas R. Moore

Signature - PNC Bank, National Association
Thomas R. Moore, Secretary

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Name & Title

February 12, 2002

Date

By: /s/ Robert L. Haunschild

Signature - PNC Asset Management, Inc.
Robert L. Haunschild, President

Name & Title

AN AGREEMENT TO FILE A JOINT STATEMENT
WAS PREVIOUSLY FILED AS EXHIBIT A TO SCHEDULE 13G