Edgar Filing: FABOZZI FRANK - Form 4

FABOZZI F Form 4	FRANK									
February 14	, 2008									
FORM			CECU				COMMISSION	т	PPROVAL	
	UNITED	SIAIES		shington				OMB Number:	3235-0287 January 31,	
Check th if no lon	aar									
subject t Section Form 4 c	o SIAIEN 16. or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							2005 average urs per . 0.5	
Form 5 obligatio may con <i>See</i> Instr 1(b).	tinue. Section 17(a) of the l	Public U	tility Hol	ding Cor		nge Act of 1934, of 1935 or Section 940	on		
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> FABOZZI FRANK			2. Issuer Name and Ticker or Trading Symbol BLACKROCK INCOME TRUST INC [BKT]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
40 EAST 52ND STREET			02/12/2008							
	4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person						
NEW YOR	K, NY 10022						Form filed by Person	More than One Ro	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Da (Month/Day/Year)		Date 2A. Deemed ar) Execution Date, if any (Month/Day/Year)		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)			6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(A)or(D) Price	Transaction(s) (Instr. 3 and 4)			
Reminder: Rep	port on a separate line	e for each cl	ass of sec	urities bene	-	-	-			
					inforn requir	nation cont red to response ays a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	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. Number of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	Dis	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code	V (A)) (D)	Date Exercisable	Expiration Date	Title	Amour Numbe Shares
Performance Rights (1)	<u>(2)</u>	02/12/2008		S		6,261.879	(3)	(3)	Common Stock	6,261

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
FABOZZI FRANK 40 EAST 52ND STREET NEW YORK, NY 10022	Х						
Signatures							
/s/ Vincent B. Tritto as Attorney-in-Fact	02/13/2008						
**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).

(1) The Phantom Stock units were accrued under the BlackRock Deferred Compensation Plan.

(2) One performance right is convertible into the cash value of one share of BlackRock Income Trust Inc.

(3) The units are to be settled 100% in cash at the end of the deferral period chosen by the reporting person.

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.