

BLACKROCK FINANCIAL MANAGEMENT INC

Form 4

July 01, 2009

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**BLACKROCK FINANCIAL MANAGEMENT INC**

2. Issuer Name and Ticker or Trading Symbol  
**ANTHRACITE CAPITAL INC [AHR]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
40 EAST 52ND STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
06/30/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Manager-See Additional Remarks

NEW YORK, NY 10022

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	06/30/2009		C <sup>(1)</sup>	4,500 D ①	3,375,013	D	
Common Stock	06/30/2009		J <sup>(2)</sup>	1,693 A ②	3,376,706	D	
Common Stock	06/30/2009		C <sup>(3)</sup>	44,531 D ③	3,332,175	D	
Common Stock	06/30/2009		J <sup>(2)</sup>	16,276 A ②	3,348,451	D	
Common Stock	06/30/2009		C <sup>(4)</sup>	58,260 D ④	3,290,191	D	



## 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) In 2006, BlackRock Financial Management, Inc. (the "Manager"), the manager of Anthracite Capital, Inc. (the "Company"), granted Restricted Stock Units in respect of shares of the Company's common stock to certain employees of the Manager under the BlackRock, Inc. Involuntary Deferred Compensation Plan. Each Restricted Stock Unit is payable by delivery of a share of Company common stock or the cash value thereof.

(2) Shares of the Company's common stock withheld by the Manager to satisfy the Restricted Stock Unit holders' tax withholding obligations arising from the conversion of Restricted Stock Units, calculated based on the closing price of the Company's common stock on June 29, 2009 (\$0.66).

(3) In 2007, the Manager granted Restricted Stock Units in respect of shares of the Company's common stock to certain employees of the Manager under the BlackRock, Inc. Involuntary Deferred Compensation Plan. Each Restricted Stock Unit is payable by delivery of a share of the Company's common stock or the cash value thereof.

(4) In 2008, the Manager granted Restricted Stock Units in respect of shares of the Company's common stock to certain employees of the Manager under the BlackRock, Inc. Involuntary Deferred Compensation Plan. Each Restricted Stock Unit is payable by delivery of a share of Company common stock or the cash value thereof.

(5) 1-for-1

(6) Vests one-third on each of the first, second and third anniversaries of June 30, 2006.

(7) Vests one-third on each of the first, second and third anniversaries of June 30, 2007.

(8) Vests one-third on each of the first, second and third anniversaries of June 30, 2008.

### Remarks:

The Manager may be deemed a director of the Company by virtue of the service on the board of directors of the Company of S

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.