## Edgar Filing: CAVANAGH RICHARD - Form 4

| CAVANAGH RI<br>Form 4   | CHARD  |              |  |                          |  |   |  |  |                          |  |  |
|---|--|--------------|--|--------------------------|--|---|--|--|--------------------------|--|--|
| January 18, 2012  |  |              |  |                          |  |   |  |  | PPROVAL                  |  |  |
| FORM 4  | UNITED   | STATES       |  |                          |  |   | COMMISSIO  |  | 3235-0287                |  |  |
| Washington, D.C. 20549Check this box<br>if no longer<br>subject to<br>Section 16.STATEMENT OF CHANGES IN BENEFICIAL OWNER<br> |  |              |  |                          |  |   |  | Expires:<br>Estimated<br>burden hou<br>response                      | urs per                  |  |  |
| (Print or Type Respo  | nses)  |              |  |                          |  |   |  |  |                          |  |  |
| 1. Name and Address of Reporting Person <u>*</u><br>CAVANAGH RICHARD  |  |              | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>BlackRock Enhanced Equity<br>Dividend Trust [BDJ] |                          |  |   | 5. Relationship of Reporting Person(s) to<br>Issuer<br>(Check all applicable)                                      |  |                          |  |  |
| (Last) (First) (Middle)<br>55 EAST 52ND STREET  |  |              | 3. Date of Earliest Transaction<br>(Month/Day/Year)<br>01/17/2012  |                          |  | X_ Director10% Owner<br>Officer (give titleOther (specify<br>below)Other (specify |  |  |                          |  |  |
| NEW YORK, N   | 4. If Amendment, Date Original Filed(Month/Day/Year) |              |  |                          | 6. Individual or Joint/Group Filing(Check<br>Applicable Line)<br>_X_ Form filed by One Reporting Person<br>Form filed by More than One Reporting |   |  |  |                          |  |  |
|   | (State)  | (Zip)        | 75.1   | , .                      | <b>.</b>   | G   | Person   | e n e i  |                          |  |  |
| 1.Title of 2. Tra   | ansaction Date                                       | -            | ed<br>Date, if   | 3.<br>Transactio<br>Code | 4. Securit<br>nAcquired<br>Disposed<br>(Instr. 3, -  | ies<br>(A) or<br>of (D)<br>4 and 5)<br>(A)<br>or                                  | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect |  |  |
| Reminder: Report or   | n a separate line                                    | for each cla | uss of secu  | urities bene             | Perso<br>inforr<br>requi   | ons who res<br>nation cont<br>red to resp<br>ays a curre                          | or indirectly.<br>spond to the colle<br>ained in this forn<br>ond unless the fo<br>ntly valid OMB co               | n are not<br>rm  | SEC 1474<br>(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 of |
|-------------|-------------|---------------------|--------------------|-----------|--------------|-------------------------|------------------------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti | 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<br>Derivative<br>Security |     | (Month/Day/Year) |  |      | Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |        |     |                     |                    |                 |                                     |
|---|-----|------------------|--|------|--|--------|-----|---------------------|--------------------|-----------------|-------------------------------------|
|   |     |                  |  | Code | V  | (A)    | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Performance<br>Rights (1)                     | (2) | 01/17/2012       |  | А    |  | 160.76 |     | (3)                 | (3)                | Common<br>Stock | 160.76                              |

## **Reporting Owners**

| Reporting Owner Name / Address                                | Relationships |            |         |       |  |  |  |  |
|---|---------------|------------|---------|-------|--|--|--|--|
|   | Director      | 10% Owner  | Officer | Other |  |  |  |  |
| CAVANAGH RICHARD<br>55 EAST 52ND STREET<br>NEW YORK, NY 10055 | Х             |            |         |       |  |  |  |  |
| Signatures  |               |            |         |       |  |  |  |  |
| /s/ Noah Gellner as<br>Attorney-in-Fact                       |               | 01/18/2012 | 2       |       |  |  |  |  |
| **Signature of Reporting Person                               |               | Date       |         |       |  |  |  |  |

## **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 Performance Rights were accrued under the BlackRock Deferred Compensation Plan.

(2) One Performance Right is convertible into the cash value of one share of BlackRock Enhanced Equity Dividend Trust.

(3) The Performance Rights are to be settled 100% in cash at 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.