KESTER W CARL Form 4

January 23, 2012

FORM 4

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

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 * **KESTER W CARL**

(Last) (First) (Middle)

55 EAST 52ND STREET

(Street)

NEW YORK, NY 10055

(City)

(Instr. 3)

2. Issuer Name and Ticker or Trading

Symbol

BlackRock Enhanced Equity Dividend Trust [BDJ]

3. Date of Earliest Transaction

(Month/Day/Year) 01/18/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

Form filed by More than One Reporting Person

2. Transaction Date 2A. Deemed 1.Title of Security

(Month/Day/Year)

(State)

Execution Date, if

(Zip)

3. (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount of TransactionDerivative Derivative Conversion (Month/Day/Year) Execution Date, if **Expiration Date Underlying Securities** or Exercise Code (Month/Day/Year) (Instr. 3 and 4) Security Securities any

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(D) or Indirect Beneficial

X Form filed by One Reporting Person

(I)

(Instr. 4)

(Check all applicable)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Issuer

below)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Amount of

Securities

Owned

Beneficially

Following

X_ Director

Applicable Line)

Officer (give title

Estimated average

burden hours per

Edgar Filing: KESTER W CARL - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Rights (1)	<u>(2)</u>	01/18/2012		J <u>(3)</u>			218.24	<u>(4)</u>	<u>(4)</u>	Common Stock	218.24

Reporting Owners

Reporting Owner Name / Address	Relationships						
r g	Director	10% Owner	Officer	Other			
KESTER W CARL 55 EAST 52ND STREET NEW YORK, NY 10055	X						

Signatures

/s/ Noah Gellner as Attorney-in-Fact 01/23/2012

**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.
- Without any election by the reporting person, these Performance Rights were cancelled under the BlackRock Deferred Compensation

 Plan upon the disposition of shares of common stock of BlackRock Enhanced Equity Dividend Trust (the "Issuer") by BlackRock Equity

 Dividend Trust ("BDV") and BlackRock Strategic Equity Dividend Trust ("BDT") in connection with the reorganization of each of BDV
- Dividend Trust ("BDV") and BlackRock Strategic Equity Dividend Trust ("BDT") in connection with the reorganization of each of and BDT into the Issuer.
- (4) 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.

Reporting Owners 2