

BlackRock Enhanced Equity Dividend Trust  
 Form 4  
 February 28, 2012

**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 \*  
**GABBAY HENRY**

2. Issuer Name and Ticker or Trading Symbol  
**BlackRock Enhanced Equity Dividend Trust [BDJ]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/27/2012**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**55 EAST 52ND STREET**

(Street)

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

**NEW YORK, NY 10055**

(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	02/27/2012		J <sup>(1)</sup>		1,870	A	11 3,663
Common Stock	02/27/2012		J <sup>(2)</sup>		1,693	A	2 3,663

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

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GABBAY HENRY 55 EAST 52ND STREET NEW YORK, NY 10055		X		

**Signatures**

/s/ Noah Gellner as  
Attorney-in-Fact  
\*\*Signature of Reporting Person  
Date 02/28/2012

**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) Effective as of February 27, 2012, BlackRock Strategic Equity Dividend Trust (the "Target Fund") was reorganized into BlackRock Enhanced Equity Dividend Trust (the "Acquiring Fund," and such reorganization, the "Reorganization"). In the Reorganization, common shareholders of the Target Fund received common shares of beneficial interest of the Acquiring Fund in an amount equal to the aggregate net asset value of the Target Fund's common shares as determined at the close of business on February 24, 2012, less the costs of the Reorganization (although cash was distributed for any fractional shares). As of February 24, 2012, the Target Fund reported a net asset value per share of \$11.9347 and the Acquiring Fund reported a net asset value per share of \$8.4561. The conversion ratio for the Target Fund's common shares was 1.41137167. In the Reorganization, Dr. Henry Gabbay received 1870 common shares of the Acquiring Fund in exchange for his 1325 common shares of the Target Fund.

(2) Effective as of February 27, 2012, BlackRock Equity Dividend Trust (the "Target Fund") reorganized into BlackRock Enhanced Equity Dividend Trust (the "Acquiring Fund," and such reorganization, the "Reorganization"). In the Reorganization, common shareholders of the Target Fund received common shares of beneficial interest of the Acquiring Fund in an amount equal to the aggregate net asset value of the Target Fund's common shares as determined at the close of business on February 24, 2012, less the costs of the Reorganization (although cash was distributed for any fractional shares). As of February 24, 2012, the Target Fund reported a net asset value per share of \$10.8103 and the Acquiring Fund reported a net asset value per share of \$8.4561. The conversion ratio for the Target Fund's common shares was 1.27840257. In the Reorganization, Dr. Henry Gabbay received 1693 common shares of the Acquiring Fund in exchange for his 1325 common shares of the Target Fund.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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