

BlackRock International Growth & Income Trust
 Form 4
 July 17, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 FELDSTEIN KATHLEEN F

2. Issuer Name and Ticker or Trading Symbol
 BlackRock International Growth & Income Trust [BGY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 07/15/2009

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

40 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 10022

(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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | 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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (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> | 07/15/2009 | A | 232.072 | | | | | <u>(3)</u> | <u>(3)</u> | Common Stock | 232.072 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FELDSTEIN KATHLEEN F 40 EAST 52ND STREET NEW YORK, NY 10022 | X | | | |

Signatures

/s/ Aaron Wasserman as Attorney-in-Fact 07/17/2009

**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 International Growth and Income 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.

240.13d-1(b)(1)(ii)(E); (f) An employee benefit plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F); (g) A parent holding company or control person in accordance with section 240.13d-1(b)(1)(ii)(G); (h) A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); (j) Group, in accordance with section 240.13d-1(b)(1)(ii)(J). ITEM 4 OWNERSHIP Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1. For MUFG (a) Amount Beneficially Owned: 6,138,828 (b) Percent of Class: 4.24% (c) Number of shares as to which the person has: (i) Sole power to vote or to direct the vote: 6,138,828 (ii) Shared power to vote or to direct the vote: -0- (iii) Sole power to dispose or to direct the disposition of: 6,138,828 (iv) Shared power to dispose or to direct the disposition of: -0- For BTMU (a) Amount Beneficially Owned: 3,014,144 (b) Percent of Class: 2.08% (c) Number of shares as to which the person has: (i) Sole power to vote or to direct the vote: 3,014,144 Page 13 of 23 ----- CUSIP NO. 654090109 ----- (ii) Shared power to vote or to direct the vote: -0- (iii) Sole power to dispose or to direct the disposition of: 3,014,144 (iv) Shared power to dispose or to direct the disposition of: -0- For MUTB (a) Amount Beneficially Owned: 2,310,800 (b) Percent of Class: 1.60% (c) Number of shares as to which the person has: (i) Sole power to vote or to direct the vote: 2,310,800 (ii) Shared power to vote or to direct the vote: -0- (iii) Sole power to dispose or to direct the disposition of: 2,310,800 (iv) Shared power to dispose or to direct the disposition of: -0- For

MUS (a) Amount Beneficially Owned: 88,884 (b) Percent of Class: 0.06% (c) Number of shares as to which the person has: (i) Sole power to vote or to direct the vote: 88,884 (ii) Shared power to vote or to direct the vote: -0- (iii) Sole power to dispose or to direct the disposition of: 88,884 (iv) Shared power to dispose or to direct the disposition of: -0- For MUAM (a) Amount Beneficially Owned: 226,000 (b) Percent of Class: 0.16% (c) Number of shares as to which the person has: (i) Sole power to vote or to direct the vote: 226,000 (ii) Shared power to vote or to direct the vote: -0- (iii) Sole power to dispose or to direct the disposition of: 226,000 (iv) Shared power to dispose or to direct the disposition of: -0- For MUAMUK (a) Amount Beneficially Owned: 400 (b) Percent of Class: 0.00% (c) Number of shares as to which the person has: (i) Sole power to vote or to direct the vote: 400 Page 14 of 23 ----- CUSIP NO. 654090109 ----- (ii) Shared power to vote or to direct the vote: -0- (iii) Sole power to dispose or to direct the disposition of: 400 (iv) Shared power to dispose or to direct the disposition of: -0- For MUI (a) Amount Beneficially Owned: 499,000 (b) Percent of Class: 0.34% (c) Number of shares as to which the person has: (i) Sole power to vote or to direct the vote: 499,000 (ii) Shared power to vote or to direct the vote: -0- (iii) Sole power to dispose or to direct the disposition of: 499,000 (iv) Shared power to dispose or to direct the disposition of: -0- ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS If this statement is being filed to report the fact that as of December 31, 2006, the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: ITEM 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON Not applicable. ITEM 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY As of December 31, 2006, MUFG beneficially owns 6,138,828 shares indirectly through its subsidiaries as follows: BTMU holds 3,014,144 shares; MUTB holds 2,310,800 shares; MUS holds 88,884 shares; MUAM holds 226,000 shares (including 400 shares indirectly held through MUAM's subsidiary, MUAMUK); and MUI holds 499,000 shares. ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP Not applicable. ITEM 9 NOTICE OF DISSOLUTION OF GROUP Not applicable. ITEM 10 CERTIFICATION By signing below the filers certify that, to the extent of their best knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were Page 15 of 23 ----- CUSIP NO. 654090109 ----- not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect. Page 16 of 23 ----- CUSIP NO. 654090109 ----- SIGNATURE After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct. Date: January 31, 2007 MITSUBISHI UFJ FINANCIAL GROUP, INC. By: /s/ Takami Onodera ----- Name: Takami Onodera Title: General Manager, Credit & Investment Management Division Page 17 of 23 ----- CUSIP NO. 654090109 ----- SIGNATURE After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct. Date: January 31, 2007 THE BANK OF TOKYO-MITSUBISHI UFJ, LTD. By: /s/ Takami Onodera ----- Name: Takami Onodera Title: General Manager, Credit Policy & Planning Division Page 18 of 23 ----- CUSIP NO. 654090109 ----- SIGNATURE After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct. Date: January 31, 2007 MITSUBISHI UFJ TRUST AND BANKING CORPORATION By: /s/ Koji Kawakami ----- Name: Koji Kawakami Title: Deputy General Manager of Trust Assets Planning Division Page 19 of 23 ----- CUSIP NO. 654090109 ----- SIGNATURE After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct. Date: January 31, 2007 MITSUBISHI UFJ SECURITIES CO., LTD. By: /s/ Akio Sashida ----- Name: Akio Sashida Title: Executive Officer & General Manager Page 20 of 23 ----- CUSIP NO. 654090109 ----- SIGNATURE After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct. Date: January 31, 2007 MITSUBISHI UFJ ASSET MANAGEMENT CO., LTD. By: /s/ Yasushi Inoue ----- Name: Yasushi Inoue Title: General Manager of Risk Management Division Page 21 of 23 ----- CUSIP NO. 654090109 ----- SIGNATURE After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct. Date: January 31, 2007 MITSUBISHI UFJ ASSET MANAGEMENT (UK) LTD. By: /s/ Hiroyuki Mori ----- Name: Hiroyuki Mori

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Title: Managing Director & CE Page 22 of 23 ----- CUSIP NO. 654090109 -----

SIGNATURE After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct. Date: January 31, 2007 MU INVESTMENTS CO., LTD. By: /s/ Kenji Fujii ----- Name: Kenji Fujii Title: General Manager of Risk Management Dept. Page 23 of 23