

Harris Jerrold B
 Form 4/A
 March 09, 2012

FORM 4

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

OMB APPROVAL

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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 *
 Harris Jerrold B

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)
 55 EAST 52ND STREET
 (Street)
 NEW YORK, NY 10055
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 02/27/2012
 4. If Amendment, Date Original Filed(Month/Day/Year)
 02/28/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
 6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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			
Common Stock	02/27/2012		J ⁽¹⁾	172 ⁽²⁾ A <u>1</u>	520 ⁽³⁾	D	
Common Stock	02/27/2012		J ⁽⁴⁾	189 ⁽²⁾ A <u>4</u>	520 ⁽³⁾	D	

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

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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, Mr. Jerrold B. Harris received 189 common shares of the Acquiring Fund in exchange for his 134 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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