BlackRock Inc. Form 4 February 22, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

_X__ Director

Officer (give title

January 31, 2005

Estimated average burden hours per

response... 0.5

_ Other (specify

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

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

2. Issuer Name and Ticker or Trading

BlackRock Inc. [BLK]

(Month/Day/Year)

11/08/2010

3. Date of Earliest Transaction

Symbol

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

BANK OF AMERICA CORP/DE/

(First)

BANK AMERICA CORPORATE

(Middle)

See Instruction

CENTER, 100 N	b	pelow)	below)					
(5	4. If Amendment,	Date Original	6	6. Individual or Joint/Group Filing(Check				
CHARLOTTE, N	NC 28255	ear)	<u>-</u>	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (S	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
	nsaction Date 2A. Deem n/Day/Year) Execution any (Month/D	Date, if Transactic Code ay/Year) (Instr. 8)	4. Securities A poor Disposed of (Instr. 3, 4 and (A) or Amount (D)	(D)	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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock 12/01	/2010	P	750 (2) A	\$ 166.8564	2,332,524 (3)	I	By Subsidiary (1) (4) (5) (6)	
Common Stock 12/01	/2010	S	750 (2) D	\$ 166.97	2,331,774 (3)	I	By Subsidiary (1) (4) (5) (6)	
Common Stock 12/01	/2010	S	236 (2) D	\$ 167	2,331,538 (3)	I	By Subsidiary (1) (4) (5) (6)	
Common 12/01 Stock	/2010	S	477 (2) D	\$ 167.015	2,331,061 (3)	I	By Subsidiary	

							<u>(1)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>
Common Stock	12/01/2010	S	100 (2) D	\$ 167.02	2,330,961 (3)	I	By Subsidiary (1) (4) (5) (6)
Common Stock	12/01/2010	S	187 <u>(2)</u> D	\$ 167.03	2,330,774 (3)	I	By Subsidiary (1) (4) (5) (6)
Common Stock	12/01/2010	S	75 <u>(2)</u> D	\$ 167.06	2,330,669 (3)	I	By Subsidiary (1) (4) (5) (6)
Common Stock	12/02/2010	S	24 (2) D	\$ 168.12	2,330,675 (3)	I	By Subsidiary (1) (4) (5) (6)
Common Stock	12/03/2010	P	300 <u>(2)</u> A	\$ 169.809	2,330,975 (3)	I	By Subsidiary (1) (4) (5) (6)
Common Stock	12/03/2010	P	200 (2) A	\$ 170.406	2,331,175 (3)	I	By Subsidiary (1) (4) (5) (6)
Common Stock	12/03/2010	P	300 (2) A	\$ 170.49	2,331,475 (3)	I	By Subsidiary (1) (4) (5) (6)
Common Stock	12/03/2010	S	800 (2) D	\$ 170.7443	2,330,675 (3)	I	By Subsidiary (1) (4) (5) (6)
Common Stock	12/06/2010	P	236 (2) A	\$ 171.9252	2,330,911 (3)	I	By Subsidiary (1) (4) (5) (6)
Common Stock	12/06/2010	P	177 (2) A	\$ 171.9906	2,331,088 (3)	I	By Subsidiary (1) (4) (5) (6)
Common Stock	12/06/2010	P	300 (2) A	\$ 172.03	2,331,388 (3)	I	By Subsidiary (1) (4) (5) (6)
Common Stock	12/06/2010	P	187 (2) A	\$ 172.18	2,331,575 (3)	I	By Subsidiary (1) (4) (5) (6)
Common Stock	12/06/2010	P	100 (2) A	\$ 172.24	2,331,675 (3)	I	By Subsidiary (1) (4) (5) (6)
Common Stock	12/06/2010	S	500 (2) D	\$ 171.74	2,331,175 (3)	I	By Subsidiary (1) (4) (5) (6)

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By $500 \frac{(2)}{(3)}$ D \$ 171.764 $\frac{2,330,675}{(3)}$ I Common 12/06/2010 Subsidiary Stock (1) (4) (5) (6)

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 required to respond unless the form displays a currently valid OMB control number.

(9-02)

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	ate	Secur	ant of rlying	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

BANK OF AMERICA CORP /DE/ BANK AMERICA CORPORATE CENTER 100 N TRYON ST CHARLOTTE, NC 28255



Signatures

/s/ Beth Dorfman, Authorized Signatory for Bank of America

02/10/2011

**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).
- This Form 4 is being filed by Bank of America Corporation ("BAC"), a Delaware corporation and bank holding company registered under the Bank Holding Company Act of 1956, on behalf of its subsidiaries.

(2)

Reporting Owners 3

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Transaction executed by the error correction section of Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS"), a broker-dealer and subsidiary of BAC, to correct errors made in connection with trades made on behalf of clients of MLPFS.

- In connection with this transaction, BAC has agreed to voluntarily remit appropriate profits, if any, to the Issuer. BAC disclaims that such transaction is subject to reporting under Section 16(a) or disgorgement under Section 16(b), and this report shall not be deemed an admission that those sections apply to such transaction.
- (4) Each of BAC, Merrill Lynch & Co., Inc. ("ML&Co."), MLPFS and Merrill Lynch Group, Inc. ("ML Group", and collectively the "Reporting Persons") disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein.
- (5) BAC owns the Common Stock indirectly through its wholly owned subsidiary MLPFS.
- Pursuant to the Third Amended and Restated Stockholder Agreement dated as of November 15, 2010, as may be amended from time to (6) time, between ML&Co., ML Group and the Issuer, ML&Co. has the right to designate a member to the board of directors of the Issuer.
- Each of the Reporting Persons other than ML&Co. disclaims its possible status as director of the Issuer.

Remarks:

This is the fifth of five filings on Form 4 by the Reporting Persons.

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.