

BlackRock Inc.
Form 4
May 25, 2011

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 *
BARCLAYS BANK PLC /ENG/

(Last) (First) (Middle)

1 CHURCHILL PLACE, E14 5HP

(Street)

LONDON ENGLAND, X0 E14 5HP

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BlackRock Inc. [BLK]

3. Date of Earliest Transaction
(Month/Day/Year)
05/23/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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 Indirect Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.01 per share (the "Common Stock") ⁽¹⁾ ₍₂₎ | 05/23/2011 | | C | 2,356,750 A ⁽³⁾ ₍₄₎ | 3,031,516 | I | By subsidiary ⁽³⁾ ₍₄₎ |
| Common Stock ⁽¹⁾ ₍₂₎ | 05/23/2011 | | S | 2,356,750 D \$ 190.77 | 3,031,516 | I | By subsidiary ⁽⁴⁾ |

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

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(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 (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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Series B Convertible Participating Preferred Stock <u>(1)</u> <u>(2)</u> | <u>(3)</u> <u>(4)</u> | 05/23/2011 | | C | 2,356,750 <u>(3)</u> | <u>(3)</u> <u>(4)</u> | Common Stock, par value \$0.01 per share 2,356,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BARCLAYS BANK PLC /ENG/ 1 CHURCHILL PLACE E14 5HP LONDON ENGLAND, X0 E14 5HP | X | | | |

Signatures

/s/ Michael L.
Crowl

05/25/2011

**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).

- Barclays BR Holdings S.a r.l., a societe a responsabilite limitee organized under the laws of Luxembourg ("BR Holdings"), a wholly-owned subsidiary of Barclays Bank PLC, a public company organized under the laws of England and Wales (the "Reporting Person"), has previously entered into a transaction, which resulted in the transfer of 3,000,000 shares of Common Stock and 34,520,000 shares of the Series B Convertible Participating Preferred Stock, par value \$0.01 per share ("Series B Preferred Stock"), of BlackRock, Inc. (the "Issuer") to Lapis (Gers Investments) LP, a Delaware limited partnership ("Lapis"), an indirect wholly-owned subsidiary of the Reporting Person. Following the transfer, BR Holdings held 31,516 shares of the Common Stock and 15,255 shares of the Series B Preferred Stock, and Lapis held 3,000,000 shares of the Common Stock and 34,520,000 shares of the Series B Preferred Stock.
- (2) Pursuant to the Stockholder Agreement, dated as of December 1, 2009, as amended from time to time, among the Reporting Person, BR Holdings, Lapis and the Issuer, the Reporting Person has the right to designate, and has designated, two members to the board of directors

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of the Issuer. The Reporting Person and its subsidiaries disclaims its possible status as director of the Issuer by deputization.

Under the terms of the Series B Preferred Stock, the shares of Series B Preferred Stock are automatically converted into shares of the

(3) Common Stock upon any transfer to any person that is not an affiliate of the Reporting Person. Each share of Series B Preferred Stock converts into the Common Stock on a one-for-one basis.

- As shares of the Series B Preferred Stock are not convertible into shares of the Common Stock while owned by Reporting Person and its
- (4) affiliates, the Reporting Person disclaims beneficial ownership of the shares of the Common Stock underlying the shares of the Series B Preferred Stock. The Series B Preferred Stock is a perpetual security.

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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