

BlackRock Inc.  
Form 4  
December 03, 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

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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/

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

1 CHURCHILL PLACE

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/01/2009

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

(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

LONDON ENGLAND E14 5HP

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share <sup>(1)</sup>	12/01/2009		P(2)(3)		3,031,516	A	<u>(2)</u> <u>(3)</u>
					3,031,516	I	<u>(2)</u> <u>(3)</u>
							By Subsidiary <u>(4)</u> <u>(5)</u>

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

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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 (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 Security (Instr. 3 and 4)
Series B Convertible Participating Preferred Stock <u>(1)</u> <u>(6)</u>	<u>(6)</u>	12/01/2009		P <u>(2)</u> (3)	26,888,001	<u>(6)</u> <u>(6)</u>	Common Stock 26
Series D Participating Preferred Stock <u>(1)</u> <u>(7)</u>	<u>(7)</u>	12/01/2009		P <u>(2)</u> (3)	7,647,254	<u>(7)</u> <u>(7)</u>	Common Stock 7

## Reporting Owners

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

## Signatures

/s/ Lawrence Dickinson, Authorized Signatory 12/03/2009

    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).

Pursuant to the Stockholder Agreement, dated as of December 1, 2009, as may be amended from time to time, among Barclays Bank PLC, a public company organized under the laws of England and Wales, Barclays BR Holdings S.?? r.l., a soci??t?? ?? responsabilit??

(1) limit??e organized under the laws of Luxembourg ("BR Holdings") and BlackRock, Inc. (the "Issuer"), Barclays Bank PLC has the right to designate, and has designated, two members to the board of directors of the Issuer. Barclays Bank PLC and its subsidiaries disclaims its possible status as director of the Issuer by deputization.

On December 1, 2009, Barclays Bank PLC indirectly acquired through its wholly-owned subsidiary BR Holdings an aggregate of 3,031,516 shares of Common Stock, par value \$0.01 per share ("Common Stock"), of the Issuer, 26,888,001 shares of Series B Convertible Participating Preferred Stock, par value \$0.01 per share ("Series B Preferred Stock"), of the Issuer and 7,647,254 shares of

(2) Series D Participating Preferred Stock, par value \$0.01 per share ("Series D Preferred Stock"), of the Issuer at the closing of the sale of the Barclays Global Investors business to the Issuer in accordance with the Stock Purchase Agreement, dated as of June 16, 2009, by and among the Issuer, Barclays Bank PLC and, for the purposes specified therein, Barclays PLC (as amended from time to time, the "Stock Purchase Agreement"), all as more fully described in the Stock Purchase Agreement (the "BGI Transaction"). (Continue to footnote 3)

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(3) In the BGI Transaction, Barclays Bank PLC received \$6,650,038,700 in cash and indirectly received through its wholly-owned subsidiary BR Holdings an aggregate of 3,031,516 shares of Common Stock, 26,888,001 shares of Series B Preferred Stock and 7,647,254 shares of Series D Preferred Stock.

(4) This Form 4 is being filed by Barclays Bank PLC, which owns the shares of Common Stock, the shares of Series B Preferred Stock and the shares of Series D Preferred Stock indirectly through its wholly-owned subsidiary BR Holdings.

(5) Barclays Bank PLC disclaims beneficial ownership of the Common Stock.

(6) Shares of Series B Preferred Stock are convertible, on a one-for-one basis, into shares of Common Stock upon any transfer to any person that is not an affiliate of Barclays Bank PLC. As shares of Series B Preferred Stock are not convertible into shares of Common Stock while owned by Barclays Bank PLC and its affiliates, Barclays Bank PLC disclaims beneficial ownership of the shares of Common Stock underlying the shares of Series B Preferred Stock.

(7) Shares of Series D Preferred Stock are convertible, on a one-for-one basis, into shares of Series B Preferred Stock. Such conversion will automatically occur on the date that is 20 days after the date on which an Information Statement is first mailed by the Issuer to holders of Common Stock in accordance with Rule 14c-2 under the Securities Exchange Act of 1934, as amended. Because the shares of Series D Preferred Stock convert only into shares of Series B Preferred Stock and the shares of Series B Preferred Stock convert into shares of Common Stock only upon any transfer to any person that is not an affiliate of Barclays Bank PLC, Barclays Bank PLC disclaims beneficial ownership of the shares of Common Stock underlying the shares of Series B Preferred Stock and Series D Preferred Stock.

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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