HALLAC CHARLES

Form 4

February 03, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HALLAC CHARLES			2. Issuer Name and Ticker or Trading Symbol BlackRock Inc. [BLK]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			(Check all applicable) Director 10% Owner					
BLACKROCK, INC., 40 EAST 52ND STREET			01/31/2009					X_ Officer (give title Other (specify below) Member of Office of Chairman			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NEW YOR						Form filed by More than One Reporting Person					
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year		n Date, if	Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	d of (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)	
Shares of Common Stock (par value \$0.01 per share)	01/31/2009			F	2,447 (1)	D	\$ 108.8	490,460.3828 (<u>2)</u>	D		
Shares of Common Stock (par value \$0.01 per share)								36,847.3924	I	By family trust	

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Shares of Common Stock (par value \$0.01 per

share)

By family 682.1424 Ι

trust

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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)	4. Transaction Code (Instr. 8)	of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)
				4, and 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

HALLAC CHARLES BLACKROCK, INC. 40 EAST 52ND STREET NEW YORK, NY 10022

Member of Office of Chairman

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Charles 02/03/2009 Hallac

> **Signature of Reporting Person Date

Reporting Owners 2

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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) Represents the withholding by BlackRock of Restricted Stock Units to satisfy tax obligation on the vesting of the reporting person's Restricted Stock Units granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan (the "Incentive Plan").
- Includes (i) 2,024 Restricted Stock Units granted under the Incentive Plan vesting on 1/31/10, (ii) 5,466 Restricted Stock Units vesting in equal installments on 1/31/10 and 1/31/11 and (iii) 17,375 Restricted Stock Units vesting in installments on 1/31/10, 1/31/11 and 1/31/12. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock.

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.