BlackRock Inc. Form 4 January 31, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

Washington, D.C. 20549
Check this box
if no longer

CTATEMENT OF CHANGES IN PENERFICIAL OWN

Number: January 31, 2005

OMB APPROVAL

3235-0287

if no longer subject to Section 16. Form 4 or Form 5 obligations

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. *See* Instruction

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

1(b).

Shares of

Common

(Print or Type Responses)

| | | | Symbol | 2. Issuer Name and Ticker or Trading Symbol BlackRock Inc. [BLK] | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
|---|--|--------------------------------|--------------------------------|--|--------------|---|-------------------------|---|--|------------|--|--|
| | | | | | | | | (Check all applicable) | | | | |
| (Last) | , | | | f Earliest Transaction | | | | | | | | |
| BLACKROCK, INC., 55 EAST 52ND STREET | | | (Month/Day/Year) 01/27/2011 | | | | | Director 10% OwnerX Officer (give title Other (specify below) Senior Managing Director | | | | |
| | 4 If Ame | 4. If Amendment, Date Original | | | | 6. Individual or Joint/Group Filing(Check | | | | | | |
| | (Street) | | Filed(Month/Day/Year) | | | | | Applicable Line) | | | | |
| | | | 1 1100(111011 | , 2 ag / 1 car, | , | | | _X_ Form filed by | 1 0 | | | |
| NEW YORK, NY 10055 | | | | | | | | Form filed by More than One Reporting Person | | | | |
| (City) | (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially O | | | | | | | | | lly Owned | | |
| | | | | | | | ilies Ac | | | | | |
| 1. Title of 2. Transaction Date 2A. Deeme | | | | | | | 5. Amount of Securities | 6. Ownership Form: Direct | 7. Nature of Indirect | | | |
| Security (Instr. 3) | (Wolldin Day) 16 | Day/Year) Execution I any | | n Date, if TransactionAcquired (A) or Code Disposed of (D) | | | | Beneficially | (D) or | Beneficial | | |
| (111541-5) | | • | /Day/Year) | (Instr. 8) | (Instr. 3, | | | Owned | Indirect (I) | Ownership | | |
| | | | | Code V | Amount | (A) or mount (D) Price | | Following Reported Transaction(s) (Instr. 3 and 4) | (Instr. 4) | (Instr. 4) | | |
| Shares of | | | | Code v | Timount | (D) | Titee | | | | | |
| Common Stock (par value \$0.01 | 01/27/2011 | | | A | 5,925 (1) | A | \$0 | 231,141.033 (2) | D | | | |
| per share) | | | | | | | | | | | | |
| Shares of Common Stock (par value \$0.01 | 01/27/2011 | | | A | 5,613 (3) | A | \$ 0 | 236,754.033 (<u>4)</u> | D | | | |
| per share) | | | | | | | | | | | | |

Trust for

benefit of

56,223.1977

I

Stock (par family

value \$0.01 per share)

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 (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transact Code (Instr. 8) | 5. tionNumber of) Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 3 | ate | Amount Underlyi Securitie | nt of lying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|--------------------------------------|---|--------------------------------------|--|---------------------|--------------------|---------------------------------|--|---|---|
| | | | | Code V | 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

GOLUB BENNETT BLACKROCK, INC. 55 EAST 52ND STREET NEW YORK, NY 10055

Senior Managing Director

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Bennett 01/31/2011 Golub

> **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).
- (1) Shares of Restricted Stock granted under the Amended and Restated BlackRock, Inc. 1999 Stock Award and Incentive Plan (the "Incentive Plan") as part of the reporting person's bonus and approved by the Management Development and Compensation Committee of the Board of Directors for the 2010 fiscal year under the Amended and Restated 1999 Annual Incentive Performance Plan. The number

Reporting Owners 2

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of shares of Restricted Stock was determined by dividing the approved dollar value of the equity award by \$200.405, which was the average of the high and low price per share of Common Stock on January 27, 2011. This formula was approved by the Management Development and Compensation Committee on January 18, 2011. Shares of Restricted Stock vest in installments on 1/31/12, 1/31/13 and 1/31/14.

Includes 464.2435 shares of Common Stock acquired by the reporting person under the BlackRock, Inc. Employee Stock Purchase Plan. Also includes 1,307.7895 shares of Common Stock held in the BlackRock, Inc. Retirement Savings Plan. Also includes (i) 17,786 Restricted Stock Units vesting on 9/29/11, (ii) 1,647 Restricted Stock Units vesting on 1/31/11, (iii) 4,652 Restricted Stock Units vesting

- (2) in equal installments on 1/31/11 and 1/31/12, (iv) 4,247 shares of Restricted Stock vesting in installments on 1/31/11, 1/31/12 and 1/31/13, (v) 4,286 shares of Restricted Stock vesting in equal installments on 1/31/11 and 1/31/12 and (vi) 5,925 shares of Restricted Stock vesting in equal installments on 1/31/14. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock.
 - The Reporting Person also received a 3 year grant of shares of Restricted Stock under the Incentive Plan with a vesting date of 1/31/14. The grant was approved by the Management Development and Compensation Committee of the Board of Directors. The number of
- (3) shares of Restricted Stock was determined by dividing the approved dollar value of the equity award by \$200.405, which was the average of the high and low price per share of Common Stock on January 27, 2011. This formula was approved by the Management Development and Compensation Committee on January 18, 2011.
 - Includes 464.2435 shares of Common Stock acquired by the reporting person under the BlackRock, Inc. Employee Stock Purchase Plan. Also includes 1,307.7895 shares of Common Stock held in the BlackRock, Inc. Retirement Savings Plan. Also includes (i) 17,786 Restricted Stock Units vesting on 9/29/11, (ii) 1,647 Restricted Stock Units vesting on 1/31/11, (iii) 4,652 Restricted Stock Units vesting
- (4) in equal installments on 1/31/11 and 1/31/12, (iv) 4,247 shares of Restricted Stock vesting in installments on 1/31/11, 1/31/12 and 1/31/13, (v) 4,286 shares of Restricted Stock vesting in equal installments on 1/31/11 and 1/31/12, (vi) 5,925 shares of Restricted Stock vesting in equal installments on 1/31/12, 1/31/13 and 1/31/14 and (vii) 5,613 shares of Restricted Stock vesting on 1/31/14. 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.