BlackRock Inc. Form 4 Form 4 Compare 1 February 02, 2011 OMB APPROVAL FORM 4 Number: UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB Number: Check this box if no longer subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. Form 5 obligations may continue. Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, etcion 17(a) of the Public Utility Holding Company Act of 1935 or Section 16. Stimated average burden hours per response Filed pursuant to Section 16(a) of the Investment Company Act of 1935 or Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 17(a) of the Investment Company Act of 1940) Stimated average burden hours per response								
1. Name and A WAGNER (Last)	Address of Reporting Person <u>*</u> SUSAN (First) (Middle)	2. Issuer Name an Symbol BlackRock Inc. 3. Date of Earliest T	[BLK]	Frading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
BLACKROCK, INC., 55 EAST 01/31/2 52ND STREET					Director 10% Owner X Officer (give title Other (specify below) below) Vice Chairman			
NEW YOR	(Street) K, NY 10055	4. If Amendment, D Filed(Month/Day/Yea	-		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 			
(City)	(State) (Zip)	Table I - Non-	Derivative S	ecurities Acq	uired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Dee (Month/Day/Year) Executio any (Month/	med 3.	4. Securitie on(A) or Disp (Instr. 3, 4	es Acquired posed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	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)	01/31/2010	Code V F	2 774	(D) Price D \$ 213.82	(Instr. 3 and 4) 535,940.8 (2)	D		
Shares of Common Stock (par value \$0.01 per share)	01/31/2011	F	6,636 (<u>1)</u>	D ^{\$} 194.28	529,304.8 <u>(2)</u>	D		

Edgar Filing: BlackRock Inc. - Form 4

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Tit	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	Date	Amou	unt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	/Year)	Unde	rlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	/e		Secur	rities	(Instr. 5)	Bene
	Derivative		· · ·		Securitie	s		(Instr	. 3 and 4)		Owne
	Security				Acquired	1			· · · · ·		Follo
	~~~~				(A) or						Repo
					Disposed	1					Trans
					of (D)	•					(Instr
					(Instr. 3,						(msu
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	Date	1 Itic	of		
				Code V	/ (A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
WAGNER SUSAN BLACKROCK, INC. 55 EAST 52ND STREET NEW YORK, NY 10055			Vice Chairm	nan			
Signatures							
/s/ Daniel R. Waltcher as Attorney-in-Fact for Susan			02/02/2011				

Wagner

**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).

Represents the withholding by BlackRock of Common Stock to satisfy tax obligation on the vesting of the reporting person's Restricted (1) Stock Units and shares of Restricted Stock granted under the Amended and Restated BlackRock, Inc. 1999 Stock Award and Incentive Plan.

Includes (i) 3,927 Restricted Stock Units vesting on 1/31/12, (ii) 5,067 shares of Restricted Stock vesting in installments on 1/31/12 and 1/31/13, (iii) 4,001 shares of Restricted Stock vesting on 1/31/12, (iv) 8,893 Restricted Stock Units vesting on 9/29/11, (v) 11,913 shares

(2) of Restricted Stock vesting in installments on 1/31/12, 1/31/13 and 1/31/14 and (vi) 13,098 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.

### Edgar Filing: BlackRock Inc. - Form 4

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.