Charrington N. James Form 4 December 05, 2011

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Charrington N. James

(First)

(Street)

12/01/2011

2. Issuer Name and Ticker or Trading Symbol

BlackRock Inc. [BLK]

(Middle) 3. Date of Earliest Transaction (Month/Day/Year) 12/01/2011

BLACKROCK, INC., 55 EAST 52ND STREET

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

below) Senior Managing Director

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

D

NEW YORK, NY 10055

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: (Month/Day/Year) Direct (D) (Instr. 8) Owned Following or Indirect Reported (I) (A) Transaction(s) (Instr. 4) (Instr. 3 and 4)

Code V Amount

Shares of Common Stock (par value

\$0.01 per share)

\$ S 2,000 D 170.3075

(1)

Price

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 $28,954^{(2)}$

SEC 1474 (9-02)

7. Nature of

Beneficial

Ownership

(Instr. 4)

Indirect

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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 Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount of		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative				Securities		(Instr. 5)	Bene
	Derivative				Securities Acquired (A) or			(Instr. 3	and 4)		Own
	Security										Follo
	•										Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3, 4, and 5)						
								Λ.	mount		
									mount		
						Date	Expiration Date	Title N	r Jumber		
						Exercisable		Title Numb			
				C + V	(A) (D)						
			Code V (A) (D)					S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Charrington N. James BLACKROCK, INC. 55 EAST 52ND STREET NEW YORK, NY 10055

Senior Managing Director

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for N. James Charrington

12/05/2011

**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).
- This transaction was executed in multiple trades at prices ranging from \$170.235 to \$170.35. The price reported represents the weighted (1) average sale price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.
- Includes (i) 2,396 Restricted Stock Units vesting on 1/31/13, (ii) 1,704 Restricted Stock Units vesting on 1/31/12, (iii) 2,152 Restricted Stock Units vesting in equal installments on 1/31/12 and 1/31/13, (iv) 6,857 Restricted Stock Units vesting on 1/31/12, (v) 4,791 shares of Restricted Stock vesting in equal installments on 1/31/12, 1/31/13 and 1/31/14 and (vi) 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.

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