

BlackRock Inc.
Form 4
June 02, 2009

FORM 4

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

OMB APPROVAL

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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 *
BANK OF AMERICA CORP /DE/

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)

100 N TRYON ST

3. Date of Earliest Transaction (Month/Day/Year)
04/29/2009

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

CHARLOTTE, NC 28255

(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 | 04/29/2009 | | P | 50 (2) A \$ 150.65 | 2,330,726 (3) I | I | By Subsidiary (1) (4) (5) (6) |
| Common Stock | 05/06/2009 | | S | 50 (2) D \$ 159.7 | 2,330,676 (3) I | I | By Subsidiary (1) (4) (5) (6) |
| Common Stock | 05/26/2009 | | P | 50 (2) A \$ 152.14 | 2,330,726 (3) I | I | By Subsidiary (1) (4) (5) (6) |
| Common Stock | 05/26/2009 | | S | 50 (2) D \$ 152.14 | 2,330,676 (3) I | I | By Subsidiary (1) (4) (5) (6) |

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- (4) Each of BAC, ML&Co., MLPFS, and Merrill Lynch Group, Inc. ("ML Group") disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein.
- (5) BAC owns the Common Stock indirectly through its wholly owned subsidiaries ML Group and MLPFS.
Pursuant to the Second Amended and Restated Stockholder Agreement dated as of February 27, 2009, as may be amended from time to time, between ML&Co., ML Group and the Issuer, ML&Co. has the right to designate two members to the board of directors of the Issuer. Each of the Reporting Persons other than ML&Co. disclaims its possible status as director of the Issuer.
- (6)

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.