

BlackRock Inc.
Form 4
February 02, 2010

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 *
BARCLAYS BANK PLC /ENG/

(Last) (First) (Middle)

1 CHURCHILL PLACE

(Street)

LONDON ENGLAND E14 5HP

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BlackRock Inc. [BLK]

3. Date of Earliest Transaction
(Month/Day/Year)
01/31/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | 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.

SEC 1474
(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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|--|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|--|

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| Derivative Security | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | |
|--|------|---|------------|------------------|------------------|-----------------|-------|--------------|
| Series D Participating Preferred Stock | (1) | | 01/31/2010 | M ⁽¹⁾ | 7,647,254 | (1) | (1) | Common Stock |
| Series B Convertible Participating Preferred Stock | (1) | | 01/31/2010 | M ⁽¹⁾ | 7,647,254 | (2) | (2) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BARCLAYS BANK PLC /ENG/ 1 CHURCHILL PLACE LONDON ENGLAND E14 5HP | | | X | |

Signatures

/s/ Lawrence Dickinson, Authorized Signatory

02/02/2010

__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).

BlackRock, Inc. (the "Issuer") has informed Barclays Bank PLC that on January 31, 2010, all of the shares of Series D Participating Preferred Stock, par value \$0.01 per share, of the Issuer then held by Barclays BR Holdings S.a r.l., a societe a responsabilite limitee (1) organized under the laws of Luxembourg, a wholly owned subsidiary of Barclays Bank PLC, automatically converted pursuant to their terms, on a one-for-one basis, into shares of Series B Convertible Participating Preferred Stock, par value \$0.01 per share ("Series B Preferred Stock"), of the Issuer.

Shares of Series B Preferred Stock are convertible, on a one-for-one basis, into shares of Common Stock, par value \$0.01 per share ("Common Stock"), of the Issuer upon any transfer to any person that is not an affiliate of Barclays Bank PLC. As shares of Series B (2) Preferred Stock are not convertible into shares of Common Stock while owned by Barclays Bank PLC and its affiliates, Barclays Bank PLC disclaims beneficial ownership of the shares of Common Stock underlying the shares of Series B Preferred Stock. The Series B Preferred Stock is a perpetual security.

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.