

BlackRock Inc.
Form 4
January 25, 2012

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 *
GOLUB BENNETT

(Last) (First) (Middle)

**BLACKROCK, INC., 55 EAST
52ND STREET**

(Street)

NEW YORK, NY 10055

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/23/2012

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)

Chief Risk Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (D) Price | | |
| Shares of Common Stock (par value \$0.01 per share) | 01/23/2012 | | M | | 20,000 A \$ 37.36 | D | 258,874.3784 (1) (2) |
| Shares of Common Stock (par value \$0.01 per share) | 01/23/2012 | | S | | 20,000 D \$ 185.3872 (3) | D | 238,874.3784 (1) (2) |

| | | | |
|--|-------------|---|-----------------------------------|
| Shares of Common Stock (par value \$0.01 per share) | 56,223.1977 | I | Trust for benefit of family |
|--|-------------|---|-----------------------------------|

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

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(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 Derivative Security | 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 Amount of Underlying Securities (Instr. 3 and 4) | | |
|---|--|---|---|--------------------------------------|--|--|---|---|-------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 37.36 | 01/23/2012 | | M | 20,000 | 12/31/2006 | 10/15/2012 | Common Stock (par value \$0.01 per share) | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|---|
| | Director 10% Owner Officer Other |
| GOLUB BENNETT BLACKROCK, INC. 55 EAST 52ND STREET NEW YORK, NY 10055 | Chief Risk Officer |

Signatures

| | |
|---|------------|
| /s/ Daniel R. Waltcher as Attorney-in-Fact for Bennett Golub | 01/25/2012 |
|---|------------|

__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) Includes 586,5889 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.
[Footnote 1 cont.] Also includes (i) 2,326 Restricted Stock Units vesting on 1/31/12, (ii) 2,832 shares of Restricted Stock vesting in equal installments on 1/31/12 and 1/31/13, (iii) 1,715 shares of Restricted Stock vesting on 1/31/12, (iv) 5,925 shares of Restricted Stock vesting in equal installments on 1/31/12, 1/31/13 and 1/31/14, (v) 5,613 shares of Restricted Stock vesting on 1/31/14, (vi) 4,762 Restricted Stock Units vesting in installments on 1/31/13, 1/31/14 and 1/31/15 and (vii) 9,830 Restricted Stock Units awarded on 1/20/12 that will vest in whole or in part only on the satisfaction of one or more previously-disclosed Common Stock price targets, but which may not vest before 1/31/16 and will expire on 1/31/18 to the extent not then vested. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock.
- (2)
- (3) This transaction was executed in multiple trades at prices ranging from \$185.06 to \$185.61. The price reported represents the weighted 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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