

BlackRock Inc.
Form 4
January 31, 2011

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)
01/27/2011

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)

Senior Managing Director

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 (Instr. 4) |
|-----------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Shares of Common Stock (par value \$0.01 per share) | 01/27/2011 | | A | | 5,925 (1) \$ 0 | 231,141.033 (2) | D |
| Shares of Common Stock (par value \$0.01 per share) | 01/27/2011 | | A | | 5,613 (3) \$ 0 | 236,754.033 (4) | D |
| Shares of Common | | | | | | 56,223.1977 | I Trust for benefit of |

Stock (par value \$0.01 per share)

family

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 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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu... Deriv... Secur... Benef... Own... Follo... Repor... Trans... (Instr...) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------------|
| | | | | | | | Title | Amount or Number of Shares | |
| | | | | Code | V | (A) | (D) | | |

Reporting Owners

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

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Bennett Golub 01/31/2011

__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).
- (1) Shares of Restricted Stock granted under the Amended and Restated BlackRock, Inc. 1999 Stock Award and Incentive Plan (the "Incentive Plan") as part of the reporting person's bonus and approved by the Management Development and Compensation Committee of the Board of Directors for the 2010 fiscal year under the Amended and Restated 1999 Annual Incentive Performance Plan. The number

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of shares of Restricted Stock was determined by dividing the approved dollar value of the equity award by \$200.405, which was the average of the high and low price per share of Common Stock on January 27, 2011. This formula was approved by the Management Development and Compensation Committee on January 18, 2011. Shares of Restricted Stock vest in installments on 1/31/12, 1/31/13 and 1/31/14.

- (2) Includes 464.2435 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. Also includes (i) 17,786 Restricted Stock Units vesting on 9/29/11, (ii) 1,647 Restricted Stock Units vesting on 1/31/11, (iii) 4,652 Restricted Stock Units vesting in equal installments on 1/31/11 and 1/31/12, (iv) 4,247 shares of Restricted Stock vesting in installments on 1/31/11, 1/31/12 and 1/31/13, (v) 4,286 shares of Restricted Stock vesting in equal installments on 1/31/11 and 1/31/12 and (vi) 5,925 shares of Restricted Stock vesting in equal installments on 1/31/12, 1/31/13 and 1/31/14. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock.

- (3) The Reporting Person also received a 3 year grant of shares of Restricted Stock under the Incentive Plan with a vesting date of 1/31/14. The grant was approved by the Management Development and Compensation Committee of the Board of Directors. The number of shares of Restricted Stock was determined by dividing the approved dollar value of the equity award by \$200.405, which was the average of the high and low price per share of Common Stock on January 27, 2011. This formula was approved by the Management Development and Compensation Committee on January 18, 2011.

- (4) Includes 464.2435 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. Also includes (i) 17,786 Restricted Stock Units vesting on 9/29/11, (ii) 1,647 Restricted Stock Units vesting on 1/31/11, (iii) 4,652 Restricted Stock Units vesting in equal installments on 1/31/11 and 1/31/12, (iv) 4,247 shares of Restricted Stock vesting in installments on 1/31/11, 1/31/12 and 1/31/13, (v) 4,286 shares of Restricted Stock vesting in equal installments on 1/31/11 and 1/31/12, (vi) 5,925 shares of Restricted Stock vesting in equal installments on 1/31/12, 1/31/13 and 1/31/14 and (vii) 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.