

Petach Ann Marie
Form 4
January 31, 2011

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Petach Ann Marie

(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
__X__ Officer (give title ____ Other (specify
below) below)

CFO and Senior MD

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Shares of Common Stock (par value \$0.01 per share)	01/27/2011		A	3,991 (1)	A \$ 0 30,453 (2)	D	
Shares of Common Stock (par value \$0.01 per share)	01/27/2011		A	6,549 (3)	A \$ 0 37,002 (4)	D	

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

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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 Bene Own Follo Repor Trans (Instr
								Amount or Number of Shares	
								Title	
								Date Exercisable	Expiration Date

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Petach Ann Marie BLACKROCK, INC. 55 EAST 52ND STREET NEW YORK, NY 10055	CFO and Senior MD

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Ann Marie Petach	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).
- 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
- (1) 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 (i) 335 Restricted Stock Units vesting on 1/31/11, (ii) 2,410 Restricted Stock Units vesting in equal installments on 1/31/11 and 1/31/12, (iii) 2,034 shares of Restricted Stock vesting in installments on 1/31/11, 1/31/12 and 1/31/13, (iv) 3,000 shares of Restricted Stock vesting on 1/31/11, (v) 2,000 shares of Restricted Stock vesting on 1/31/12, (vi) 12,519 Restricted Stock Units vesting on 9/29/11

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and (vii) 3,991 shares of Restricted Stock vesting in 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.

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.

- (3) 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.

Includes (i) 335 Restricted Stock Units vesting on 1/31/11, (ii) 2,410 Restricted Stock Units vesting in equal installments on 1/31/11 and 1/31/12, (iii) 2,034 shares of Restricted Stock vesting in installments on 1/31/11, 1/31/12 and 1/31/13, (iv) 3,000 shares of Restricted

- (4) Stock vesting on 1/31/11, (v) 2,000 shares of Restricted Stock vesting on 1/31/12, (vi) 12,519 Restricted Stock Units vesting on 9/29/11, (vii) 3,991 shares of Restricted Stock vesting in installments on 1/31/12, 1/31/13 and 1/31/14 and (viii) 6,549 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.

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