

BlackRock Inc.  
Form 4  
February 02, 2011

**FORM 4**

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

OMB APPROVAL

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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

(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)  
**01/31/2011**

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)  
**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)	01/31/2011		F		3,184 (1)	D	\$ 194.28
Shares of Common Stock (par value \$0.01 per share)					56,223.1977	I	
							Trust for benefit of family

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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)

Table with 10 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Number of Derivative Securities.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships. Includes GOLUB BENNETT BLACKROCK, INC. with relationship Chief Risk Officer.

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Bennett Golub 02/02/2011

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).
Represents the withholding by BlackRock of Common Stock to satisfy tax obligation on the vesting of the reporting person's Restricted Stock Units and shares of Restricted Stock granted under the Amended and Restated BlackRock, Inc. 1999 Stock Award and Incentive Plan.
(1) 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) 2,326 Restricted Stock Units vesting on 1/31/12, (iii) 2,832 shares of Restricted Stock vesting in equal installments on 1/31/12 and 1/31/13, (iv) 1,715 shares of Restricted Stock vesting on 1/31/12, (v) 5,925 shares of Restricted Stock vesting in equal installments on 1/31/12, 1/31/13 and 1/31/14 and (vi) 5,613 shares of Restricted Stock vesting on

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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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