

BlackRock Inc.
Form 4
February 22, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
BANK OF AMERICA CORP /DE/

(Last) (First) (Middle)

BANK AMERICA CORPORATE CENTER, 100 N TRYON ST

(Street)

CHARLOTTE, NC 28255

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/08/2010

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 12/01/2010 | | P | 750 ⁽²⁾ A \$ 166.8564 | 2,332,524 ⁽³⁾ | I | By Subsidiary ^{(1) (4) (5) (6)} |
| Common Stock | 12/01/2010 | | S | 750 ⁽²⁾ D \$ 166.97 | 2,331,774 ⁽³⁾ | I | By Subsidiary ^{(1) (4) (5) (6)} |
| Common Stock | 12/01/2010 | | S | 236 ⁽²⁾ D \$ 167 | 2,331,538 ⁽³⁾ | I | By Subsidiary ^{(1) (4) (5) (6)} |
| Common Stock | 12/01/2010 | | S | 477 ⁽²⁾ D \$ 167.015 | 2,331,061 ⁽³⁾ | I | By Subsidiary |

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| | | | | | | | | <u>(1)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> |
|--------------|------------|---|----------------|---|-------------|--------------------------------|---|---|
| Common Stock | 12/01/2010 | S | 100 <u>(2)</u> | D | \$ 167.02 | <u>2,330,961</u> <u>(3)</u> | I | By Subsidiary <u>(1)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> |
| Common Stock | 12/01/2010 | S | 187 <u>(2)</u> | D | \$ 167.03 | <u>2,330,774</u> <u>(3)</u> | I | By Subsidiary <u>(1)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> |
| Common Stock | 12/01/2010 | S | 75 <u>(2)</u> | D | \$ 167.06 | <u>2,330,669</u> <u>(3)</u> | I | By Subsidiary <u>(1)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> |
| Common Stock | 12/02/2010 | S | 24 <u>(2)</u> | D | \$ 168.12 | <u>2,330,675</u> <u>(3)</u> | I | By Subsidiary <u>(1)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> |
| Common Stock | 12/03/2010 | P | 300 <u>(2)</u> | A | \$ 169.809 | <u>2,330,975</u> <u>(3)</u> | I | By Subsidiary <u>(1)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> |
| Common Stock | 12/03/2010 | P | 200 <u>(2)</u> | A | \$ 170.406 | <u>2,331,175</u> <u>(3)</u> | I | By Subsidiary <u>(1)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> |
| Common Stock | 12/03/2010 | P | 300 <u>(2)</u> | A | \$ 170.49 | <u>2,331,475</u> <u>(3)</u> | I | By Subsidiary <u>(1)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> |
| Common Stock | 12/03/2010 | S | 800 <u>(2)</u> | D | \$ 170.7443 | <u>2,330,675</u> <u>(3)</u> | I | By Subsidiary <u>(1)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> |
| Common Stock | 12/06/2010 | P | 236 <u>(2)</u> | A | \$ 171.9252 | <u>2,330,911</u> <u>(3)</u> | I | By Subsidiary <u>(1)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> |
| Common Stock | 12/06/2010 | P | 177 <u>(2)</u> | A | \$ 171.9906 | <u>2,331,088</u> <u>(3)</u> | I | By Subsidiary <u>(1)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> |
| Common Stock | 12/06/2010 | P | 300 <u>(2)</u> | A | \$ 172.03 | <u>2,331,388</u> <u>(3)</u> | I | By Subsidiary <u>(1)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> |
| Common Stock | 12/06/2010 | P | 187 <u>(2)</u> | A | \$ 172.18 | <u>2,331,575</u> <u>(3)</u> | I | By Subsidiary <u>(1)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> |
| Common Stock | 12/06/2010 | P | 100 <u>(2)</u> | A | \$ 172.24 | <u>2,331,675</u> <u>(3)</u> | I | By Subsidiary <u>(1)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> |
| Common Stock | 12/06/2010 | S | 500 <u>(2)</u> | D | \$ 171.74 | <u>2,331,175</u> <u>(3)</u> | I | By Subsidiary <u>(1)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> |

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Transaction executed by the error correction section of Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS"), a broker-dealer and subsidiary of BAC, to correct errors made in connection with trades made on behalf of clients of MLPFS.

- (3) In connection with this transaction, BAC has agreed to voluntarily remit appropriate profits, if any, to the Issuer. BAC disclaims that such transaction is subject to reporting under Section 16(a) or disgorgement under Section 16(b), and this report shall not be deemed an admission that those sections apply to such transaction.
- (4) Each of BAC, Merrill Lynch & Co., Inc. ("ML&Co."), MLPFS and Merrill Lynch Group, Inc. ("ML Group", and collectively the "Reporting Persons") disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein.
- (5) BAC owns the Common Stock indirectly through its wholly owned subsidiary MLPFS.
- (6) Pursuant to the Third Amended and Restated Stockholder Agreement dated as of November 15, 2010, as may be amended from time to time, between ML&Co., ML Group and the Issuer, ML&Co. has the right to designate a member to the board of directors of the Issuer. Each of the Reporting Persons other than ML&Co. disclaims its possible status as director of the Issuer.

Remarks:

This is the fifth of five filings on Form 4 by the Reporting Persons.

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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