

BlackRock Inc.  
Form 4  
May 24, 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 \*  
BARCLAYS BANK PLC /ENG/

(Last) (First) (Middle)

1 CHURCHILL PLACE

(Street)

LONDON, X0 E14 5HP

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/22/2012

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)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share (	05/22/2012		C		29,557,371 (2)	A	(2)
							32,588,887 (3)
						I	By subsidiary (1) (6)
Common Stock	05/22/2012		S		32,588,887 (4)	D	\$ 156.8
							0 (4)
						I	By subsidiary (1)
Common Stock	05/23/2012		C		2,621,134 (5)	A	(2)
							2,621,134 (3)
						I	By subsidiary (1) (6)
	05/23/2012		S			D	0 (5)
						I	

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Common Stock				2,621,134 <u>(5)</u>	\$					By subsidiary <u>(1)</u>
Common Stock <u>(7)</u>	05/22/2012		S	1 <u>(7)</u>	D	\$	166.3	0 <u>(7)</u>	I	By subsidiary <u>(1)</u>

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
Series B Convertible Participating Preferred Stock	\$ 0 <u>(2)</u> <u>(4)</u>	05/22/2012		C	0 <u>(3)</u>	<u>(2)</u> <u>(6)</u>	Common Stock	29,557,371
Series B Convertible Participating Preferred Stock	\$ 0 <u>(2)</u> <u>(5)</u>	05/23/2012		C	0 <u>(3)</u>	<u>(2)</u> <u>(6)</u>	Common Stock	2,621,134

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARCLAYS BANK PLC /ENG/ 1 CHURCHILL PLACE LONDON, X0 E14 5HP		X		

## Signatures

/s/ Michael  
Crowl

05/24/2012

\_\_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) This Form 4 is being filed by Barclays Bank PLC, a public company organized under the laws of England and Wales (the "Reporting Person"), on behalf of various of its indirect wholly-owned subsidiaries.

(2) Under the terms of the Series B Convertible Participating Preferred Stock, par value \$0.01 per share (the "Series B Preferred Stock"), the shares of Series B Preferred Stock automatically convert into shares of Common Stock upon any transfer to any person that is not an affiliate of the Reporting Person (except for a broker-dealer affiliate in connection with a capital markets transaction). Each share of Series B Preferred Stock converts into the Common Stock on a one-for-one basis.

(3) The shares of Series B Preferred Stock convert immediately upon sale to non-affiliates (other than broker-dealer affiliates in connection with a capital markets transaction) as per Note 2 above.

(4) Pursuant to the Underwriting Agreement, by and among BlackRock, Inc., Barclays (BR Investments) LP, and Barclays Capital Inc. and Morgan Stanley & Co LLC, as representatives of the underwriters named therein, dated as of May 21, 2012 (the "Underwriting Agreement"), 3,000,000 shares of the Common Stock and 23,211,335 shares of Series B Preferred Stock were sold on May 22, 2012 to the underwriters. Pursuant to the Stock Repurchase Agreement between the Reporting Person and BlackRock, Inc., dated as of May 21, 2012, 31,516 shares of the Common Stock and 6,346,036 shares of Series B Preferred Stock were sold to BlackRock, Inc. on May 22, 2012.

(5) Pursuant to an option under the Underwriting Agreement, 2,621,134 shares of Series B Preferred Stock were sold on May 23, 2012 to the underwriters for which Barclays Capital Inc. and Morgan Stanley & Co. LLC are representatives.

(6) As shares of the Series B Preferred Stock are not convertible into shares of the Common Stock while owned by Reporting Person and its affiliates (except for a broker-dealer affiliate in connection with a capital markets transaction), the Reporting Person disclaims beneficial ownership of the shares of the Common Stock underlying the shares of the Series B Preferred Stock. The Series B Preferred Stock is a perpetual security.

(7) A wholly-owned subsidiary sold one share of the Common Stock in error on May 22, 2012.

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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