

HALLAC CHARLES
Form 4
January 27, 2009

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 *
HALLAC CHARLES

(Last) (First) (Middle)

**BLACKROCK, INC., 40 EAST
52ND STREET**

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/23/2009

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)

Member of Office of Chairman

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| Shares of Common Stock (par value \$0.01 per share) | 01/23/2009 | | A | (1) 17,375 | A \$ 0 | (2) 492,907.3828 | D |
| Shares of Common Stock (par value \$0.01 per share) | | | | | 36,847.3924 | I | By family trust |
| Shares of Common Stock | | | | | 682.1424 | I | By family trust |

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determined by dividing the approved dollar value of the equity award by \$107.91, which was the average of the high and low price per share of Common Stock on January 23, 2009. This formula was approved by the Management Development and Compensation Committee on January 16, 2009. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock and vests in installments on 1/31/10, 1/31/11 and 1/31/12.

- (2) Includes (i) 2,357 Restricted Stock Units granted under the Incentive Plan vesting on 1/31/09, (ii) 4,047 Restricted Stock Units vesting in installments on 1/31/09 and 1/31/10, (iii) 8,198 Restricted Stock Units vesting in installments on 1/31/09, 1/31/10 and 1/31/11 and (iv) 17,375 Restricted Stock Units vesting in installments on 1/31/10, 1/31/11 and 1/31/12. 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.