

FINK LAURENCE  
Form 4  
January 31, 2012

**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 \*  
FINK LAURENCE

(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)  
01/27/2012

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)  
Chairman and CEO

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 or Price		
Shares of Common Stock (par value \$0.01 per share)	01/27/2012		M		11,118 A \$ 37.36	D	
Shares of Common Stock (par value \$0.01 per share)	01/27/2012		S		10,718 D \$ 188.1952	D	

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Shares of Common Stock (par value \$0.01 per share)	01/27/2012	S	400	D	\$ 189.025 (3)	1,385,856.28 (1)	D
Shares of Common Stock (par value \$0.01 per share)	01/30/2012	M	1,500	A	\$ 37.36	1,387,356.28 (1)	D
Shares of Common Stock (par value \$0.01 per share)	01/30/2012	S	1,500	D	\$ 186.0005 (4)	1,385,856.28 (1)	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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
Employee Stock Option (right to buy)	\$ 37.36	01/27/2012		M	11,118	12/31/2006      10/15/2012	Common Stock (par value \$0.01 per share)      11,118
Employee Stock Option (right to buy)	\$ 37.36	01/30/2012		M	1,500	12/31/2006      10/15/2012	Common Stock (par value \$0.01 per share)      1,500

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FINK LAURENCE BLACKROCK, INC. 55 EAST 52ND STREET NEW YORK, NY 10055	X			Chairman and CEO

# Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Laurence Fink 01/31/2012

\*\*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) Includes (i) 17,847 Restricted Stock Units vesting on 1/31/12, (ii) 24,688 shares of Restricted Stock vesting in installments on 1/31/12 and 1/31/13, (iii) 5,715 shares of Restricted Stock vesting on 1/31/12, (iv) 46,031 shares of Restricted Stock vesting in installments on 1/31/12, 1/31/13 and 1/31/14, (v) 18,712 shares of Restricted Stock vesting on 1/31/14, (vi) 39,056 Restricted Stock Units vesting in installments on 1/31/13, 1/31/14 and 1/31/15 and (vii) 32,766 Restricted Stock Units awarded on 1/20/12 that will vest in whole or in part only on the satisfaction of one or more previously-disclosed Common Stock price targets, but which may not vest before 1/31/16 and will expire on 1/31/18 to the extent not then vested. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock.
- (2) This transaction was executed in multiple trades at prices ranging from \$188.00 to \$188.76. The price reported represents the weighted average sale price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.
- (3) This transaction was executed in multiple trades at prices ranging from \$189.02 to \$189.03. The price reported represents the weighted average sale price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.
- (4) This transaction was executed in multiple trades at prices ranging from \$186.00 to \$186.01. The price reported represents the weighted average sale price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.

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.