

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

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 *
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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| | | | | | | | | |
|-----------------|------------|---|--------------------|---|------------|------------------------------------|---|---|
| Common Stock | 12/06/2010 | S | 500 ⁽²⁾ | D | \$ 171.764 | <u>2,330,675</u> ⁽³⁾ | I | By Subsidiary <u>(1)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> |
|-----------------|------------|---|--------------------|---|------------|------------------------------------|---|---|

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.

SEC 1474
(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BANK OF AMERICA CORP /DE/ BANK AMERICA CORPORATE CENTER 100 N TRYON ST CHARLOTTE, NC 28255 | X | | | |

Signatures

| | |
|--|------------|
| /s/ Beth Dorfman, Authorized Signatory for Bank of America | 02/10/2011 |
| __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 Bank of America Corporation ("BAC"), a Delaware corporation and bank holding company registered under the Bank Holding Company Act of 1956, on behalf of its subsidiaries.
- (2)

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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.

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.