

BlackRock Inc.
Form 4
June 06, 2011

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 *
BANK OF AMERICA CORP /DE/

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

100 N TRYON STREET

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CHARLOTTE, NC 28255

(City) (State) (Zip)

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 | 02/22/2011 | | P | 85 (2) A \$ 198.91 | 586 (3) (4) | I | By Subsidiary (1) (5) (6) (7) |
| Common Stock | 02/28/2011 | | S | 85 (2) D \$ 203.85 | 586 (3) (4) | I | By Subsidiary (1) (5) (6) (7) |
| Common Stock | 03/03/2011 | | P | 75 (2) A \$ 205.07 | 586 (3) (4) | I | By Subsidiary (1) (5) (6) (7) |
| Common Stock | 03/03/2011 | | P | 195 (2) A \$ 205.0176 | 586 (3) (4) | I | By Subsidiary (1) (5) (6) (7) |

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| | | | | | | | | |
|--------------|------------|---|----------------------|---|-------------|-----------------------------------|---|---|
| Common Stock | 03/04/2011 | S | 195 ⁽²⁾ | D | \$ 202.22 | 586 ⁽³⁾ ⁽⁴⁾ | I | By Subsidiary <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> |
| Common Stock | 03/04/2011 | S | 75 ⁽²⁾ | D | \$ 202.33 | 586 ⁽³⁾ ⁽⁴⁾ | I | By Subsidiary <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> |
| Common Stock | 03/08/2011 | S | 3,000 ⁽²⁾ | D | \$ 198.7743 | 586 ⁽³⁾ ⁽⁴⁾ | I | By Subsidiary <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> |
| Common Stock | 03/08/2011 | P | 3,000 ⁽²⁾ | A | \$ 198.3345 | 586 ⁽³⁾ ⁽⁴⁾ | I | By Subsidiary <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> |
| Common Stock | 03/09/2011 | P | 3,000 ⁽²⁾ | A | \$ 197.76 | 586 ⁽³⁾ ⁽⁴⁾ | I | By Subsidiary <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> |
| Common Stock | 03/10/2011 | P | 25 ⁽²⁾ | A | \$ 189.93 | 586 ⁽³⁾ ⁽⁴⁾ | I | By Subsidiary <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> |
| Common Stock | 03/11/2011 | S | 3,000 ⁽²⁾ | D | \$ 189 | 586 ⁽³⁾ ⁽⁴⁾ | I | By Subsidiary <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> |
| Common Stock | 03/11/2011 | S | 25 ⁽²⁾ | D | \$ 189.8 | 586 ⁽³⁾ ⁽⁴⁾ | I | By Subsidiary <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> |
| Common Stock | 03/16/2011 | P | 22 ⁽²⁾ | A | \$ 182 | 586 ⁽³⁾ ⁽⁴⁾ | I | By Subsidiary <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> |
| Common Stock | 03/16/2011 | P | 50 ⁽²⁾ | A | \$ 182.07 | 586 ⁽³⁾ ⁽⁴⁾ | I | By Subsidiary <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> |
| Common Stock | 03/18/2011 | S | 22 ⁽²⁾ | D | \$ 184.87 | 586 ⁽³⁾ ⁽⁴⁾ | I | By Subsidiary <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> |
| Common Stock | 03/21/2011 | S | 50 ⁽²⁾ | D | \$ 185.94 | 586 ⁽³⁾ ⁽⁴⁾ | I | By Subsidiary <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> |
| Common Stock | 03/23/2011 | P | 100 ⁽²⁾ | A | \$ 184 | 586 ⁽³⁾ ⁽⁴⁾ | I | By Subsidiary <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> |
| Common Stock | 03/24/2011 | S | 100 ⁽²⁾ | D | \$ 185.03 | 586 ⁽³⁾ ⁽⁴⁾ | I | By Subsidiary <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> |
| Common Stock | 03/24/2011 | P | 16 ⁽²⁾ | A | \$ 185.6113 | 586 ⁽³⁾ ⁽⁴⁾ | I | By Subsidiary |

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| | | | | | | | | (1) (5) (6) (7) |
|--------------|------------|---|----------------------|---|-------------|-----------------------------------|---|---|
| Common Stock | 03/29/2011 | P | 10 ⁽²⁾ | A | \$ 185.91 | 586 ⁽³⁾ ⁽⁴⁾ | I | By Subsidiary <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> |
| Common Stock | 04/01/2011 | S | 10 ⁽²⁾ | D | \$ 203.88 | 586 ⁽³⁾ ⁽⁴⁾ | I | By Subsidiary <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> |
| Common Stock | 04/04/2011 | S | 4 ⁽²⁾ | D | \$ 201.09 | 586 ⁽³⁾ ⁽⁴⁾ | I | By Subsidiary <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> |
| Common Stock | 04/04/2011 | S | 12 ⁽²⁾ | D | \$ 201.06 | 586 ⁽³⁾ ⁽⁴⁾ | I | By Subsidiary <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> |
| Common Stock | 04/08/2011 | P | 200 ⁽²⁾ | A | \$ 196.4668 | 586 ⁽³⁾ ⁽⁴⁾ | I | By Subsidiary <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> |
| Common Stock | 04/13/2011 | S | 200 ⁽²⁾ | D | \$ 194.7428 | 586 ⁽³⁾ ⁽⁴⁾ | I | By Subsidiary <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> |
| Common Stock | 04/18/2011 | P | 25 ⁽²⁾ | A | \$ 189.95 | 586 ⁽³⁾ ⁽⁴⁾ | I | By Subsidiary <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> |
| Common Stock | 04/20/2011 | P | 1,700 ⁽²⁾ | A | \$ 194.1309 | 586 ⁽³⁾ ⁽⁴⁾ | I | By Subsidiary <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> |
| Common Stock | 04/20/2011 | S | 1,700 ⁽²⁾ | D | \$ 194.1309 | 586 ⁽³⁾ ⁽⁴⁾ | I | By Subsidiary <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> |
| Common Stock | 04/25/2011 | S | 25 ⁽²⁾ | D | \$ 196.34 | 586 ⁽³⁾ ⁽⁴⁾ | I | By Subsidiary <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</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 | 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 | 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. 3) |
|--|---|--------------------------------------|--|--------------------------------|------------------------------------|--|---|--|
|--|---|--------------------------------------|--|--------------------------------|------------------------------------|--|---|--|

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BAC owns the Common Stock indirectly through its wholly owned subsidiary MLPFS. As of the date of this transaction, BAC owned the Series B Preferred Stock indirectly through its wholly owned subsidiary, ML Group. As reported on a Form 4 filed on May 23, 2011, BAC is no longer the beneficial owner of any shares of the Series B Preferred Stock.

- (7) 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, once ML&Co. and its affiliates have beneficially owned less than five percent of the Issuer's capital stock for a period of 90 days, ML&Co.'s designee to the Issuer's board of directors is required to resign. As reported on a Form 4 filed on May 23, 2011, the Issuer has waived this requirement to allow ML&Co.'s designee to continue to serve as a member of the Issuer's board of directors, subject to future review by the Issuer's board of directors. Each of the Reporting Persons other than ML&Co. disclaims its possible status as director of the Issuer.

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