

BlackRock Inc.
Form 4
February 02, 2010

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 *
WAGNER SUSAN

(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)

01/29/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Co-Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Shares of Common Stock (par value \$0.01 per share) | 01/29/2010 | | A | (A) 7,600 (1) | \$ 0 492,503.8 (2) | D | |
| Shares of Common Stock (par value \$0.01 per share) | 01/29/2010 | | A | (A) 16,001 (3) | \$ 0 508,504.8 (4) | D | |

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Shares of
Common
Stock (par
value 01/31/2010 F 3,694 (5) D \$ 213.82 504,810.8 (4) D
\$0.01 per
share)

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WAGNER SUSAN BLACKROCK, INC. 55 EAST 52ND STREET NEW YORK, NY 10055 | | | Co-Chief Operating Officer | |

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Susan Wagner
02/02/2010
**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) Shares of Restricted Stock granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan (the "Incentive Plan") as part of the reporting person's bonus approved by the Management Development and Compensation Committee of the Board of Directors for the 2009 fiscal year under the Amended and Restated 1999 Annual Incentive Performance Plan ("Performance Plan"). The number of shares of Restricted Stock was determined by dividing the approved dollar value of the equity award by \$218.735, which was the average of the high and low price per share of Common Stock on January 29, 2010. This formula was approved by the Management Development and Compensation Committee on January 19, 2010. Shares of Restricted Stock vest in installments on 1/31/11, 1/31/12 and 1/31/13.

(2) Includes (i) 2,968 Restricted Stock Units granted under the Incentive Plan vesting on 1/31/11, (ii) 7,854 Restricted Stock Units vesting in equal installments on 1/31/11 and 1/31/12 and (iii) 7,600 shares of Restricted Stock vesting in installments on 1/31/11, 1/31/12 and 1/31/13. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock.

(3) Additional shares of Restricted Stock granted under the Incentive Plan and approved by the Management Development and Compensation Committee of the Board of Directors. The number of shares of Restricted Stock was determined by dividing the approved dollar value of the equity award by \$218.735, which was the average of the high and low price per share of Common Stock on January 29, 2010. This formula was approved by the Management Development and Compensation Committee on January 19, 2010. Shares of Restricted Stock vest in installments with 37.5% vested on 1/31/10, 37.5% vesting on 1/31/11 and 25% vesting on 1/31/12.

(4) Includes (i) 2,968 Restricted Stock Units granted under the Incentive Plan vesting on 1/31/11, (ii) 7,854 Restricted Stock Units vesting in equal installments on 1/31/11 and 1/31/12, (iii) 7,600 shares of Restricted Stock vesting in installments on 1/31/11, 1/31/12 and 1/31/13, (iv) 6,000 shares of Restricted Stock vesting on 1/31/11 and (v) 4,001 shares of Restricted Stock vesting on 1/31/12. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock.

(5) Represents the withholding by BlackRock of Restricted Stock Units to satisfy tax obligation on the vesting of the reporting person's Restricted Stock Units granted under the Incentive Plan.

Remarks:

All of the vesting information contained in the footnotes is as of January 31, 2010.

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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