

Petach Ann Marie  
 Form 4  
 March 12, 2010

**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 \*  
 Petach Ann Marie

(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)  
 03/10/2010

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)  
 Chief Financial Officer

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Shares of Common Stock (par value \$0.01 per share)	03/10/2010		A		8,369 <sup>(1)</sup> \$ 0	D	
Shares of Common Stock (par value \$0.01 per share)	03/10/2010		A		4,150 <sup>(2)</sup> \$ 0	D	

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



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the equity award by \$180.70. The Restricted Stock Units were granted under BlackRock, Inc.'s long-term incentive program which is designed to aid in the retention of senior management and align their interests with long-term shareholder interests.

- (3) Includes (i) 335 Restricted Stock Units vesting on 1/31/11, (ii) 2,410 Restricted Stock Units vesting in equal installments on 1/31/11 and 1/31/12, (iii) 2,034 shares of Restricted Stock vesting in installments on 1/31/11, 1/31/12 and 1/31/13, (iv) 3,000 shares of Restricted Stock vesting on 1/31/11, (v) 2,000 shares of Restricted Stock vesting on 1/31/12 and (vi) 12,519 Restricted Stock Units vesting on 9/29/11.

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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