

BlackRock Inc.  
Form 4  
June 06, 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/

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  
(Street)

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

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

CHARLOTTE, NC 28255

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

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

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								(1) (5) (6) (7)
Common Stock	03/29/2011	P	10 <sup>(2)</sup>	A	\$ 185.91	586 <sup>(3)</sup> <sup>(4)</sup>	I	By Subsidiary <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>
Common Stock	04/01/2011	S	10 <sup>(2)</sup>	D	\$ 203.88	586 <sup>(3)</sup> <sup>(4)</sup>	I	By Subsidiary <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>
Common Stock	04/04/2011	S	4 <sup>(2)</sup>	D	\$ 201.09	586 <sup>(3)</sup> <sup>(4)</sup>	I	By Subsidiary <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>
Common Stock	04/04/2011	S	12 <sup>(2)</sup>	D	\$ 201.06	586 <sup>(3)</sup> <sup>(4)</sup>	I	By Subsidiary <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>
Common Stock	04/08/2011	P	200 <sup>(2)</sup>	A	\$ 196.4668	586 <sup>(3)</sup> <sup>(4)</sup>	I	By Subsidiary <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>
Common Stock	04/13/2011	S	200 <sup>(2)</sup>	D	\$ 194.7428	586 <sup>(3)</sup> <sup>(4)</sup>	I	By Subsidiary <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>
Common Stock	04/18/2011	P	25 <sup>(2)</sup>	A	\$ 189.95	586 <sup>(3)</sup> <sup>(4)</sup>	I	By Subsidiary <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>
Common Stock	04/20/2011	P	1,700 <sup>(2)</sup>	A	\$ 194.1309	586 <sup>(3)</sup> <sup>(4)</sup>	I	By Subsidiary <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>
Common Stock	04/20/2011	S	1,700 <sup>(2)</sup>	D	\$ 194.1309	586 <sup>(3)</sup> <sup>(4)</sup>	I	By Subsidiary <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>
Common Stock	04/25/2011	S	25 <sup>(2)</sup>	D	\$ 196.34	586 <sup>(3)</sup> <sup>(4)</sup>	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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Security	Code	V	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			(A)	(D)				
Series B Convertible Participating Preferred Stock					(4)	(4)	Common Stock	(4)

## Reporting Owners

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

## Signatures

/s/ Beth Dorfman, Authorized Signatory for Bank of America 06/06/2011

\_\_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) 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 agency brokerage trades made on behalf of clients of MLPFS. 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.
- (3) In addition to the shares of Common Stock reported herein, as of the date of this transaction BAC was also the beneficial owner of 13,562,878 shares of Series B Convertible Participating Preferred Stock (the "Series B Preferred Stock"), as reported in Table II. The Series B Preferred Stock automatically converts into Common Stock on a 1-for-1 basis upon transfer to a third party and has no expiration date. 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.
- (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. 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.
- (6)

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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.

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.