

KAPITO ROBERT
Form 4
May 28, 2009

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 *
KAPITO ROBERT

(Last) (First) (Middle)
BLACKROCK INC., 40 EAST
52ND STREET
(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/26/2009

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)
President

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 (D) or Price (A) | | |
| Shares of Common Stock (par value \$0.01 per share) | 05/26/2009 | | S | | 300 | D | |
| | | | | | \$ 148.5333 | | |
| | | | | | (1) (2) | | |
| | | | | | 371,515.6 | | |
| | | | | | (3) | | D |
| Shares of Common Stock (par value \$0.01 per share) | 05/26/2009 | | S | | 100 | D | |
| | | | | | \$ 149.57 | | |
| | | | | | (1) (2) | | |
| | | | | | 371,415.6 | | |
| | | | | | (3) | | D |

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| | | | | | | | | |
|--|------------|---|-------|-----------------|------------------------------|-------------------------|---|---|
| Shares of Common Stock (par value \$0.01 per share) | 05/26/2009 | S | 1,600 | <u>D</u> (1) | \$ 151.2813 <u>(4)</u> | <u>369,815.6</u> (3) | D | |
| Shares of Common Stock (par value \$0.01 per share) | 05/26/2009 | S | 2,600 | <u>D</u> (1) | \$ 152.0296 <u>(5)</u> | <u>367,215.6</u> (3) | D | |
| Shares of Common Stock (par value \$0.01 per share) | 05/26/2009 | S | 2,800 | <u>D</u> (1) | \$ 153.2486 <u>(6)</u> | <u>364,415.6</u> (3) | D | |
| Shares of Common Stock (par value \$0.01 per share) | 05/26/2009 | S | 1,100 | <u>D</u> (1) | \$ 153.9782 <u>(7)</u> | <u>363,315.6</u> (3) | D | |
| Shares of Common Stock (par value \$0.01 per share) | | | | | | 500,000 | I | By Trust |
| Shares of Common Stock (par value \$0.01 per share) | | | | | | 142,340 | I | By Robert S. Kapito-Ellen R. Kapito Family Trust |

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

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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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. | 5. Transaction Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of | 8. Price of Derivative | 9. Nu Deriv |
|---------------------------|---------------|---|----------------------------------|----|--------------------------|--|---------------------------|---------------------------|----------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | Underlying Securities (Instr. 3 and 4) | Security (Instr. 5) | Secur Bene Own Follo Repo Trans (Instr |
|------------------------|---|-------------------------|--------------------|---|------------------|--|------------------------|--|
|------------------------|---|-------------------------|--------------------|---|------------------|--|------------------------|--|

| 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 |
| KAPITO ROBERT BLACKROCK INC. 40 EAST 52ND STREET NEW YORK, NY 10022 | X | | President | |

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Robert Kapito 05/28/2009

__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) These sales are made pursuant to a pre-arranged sales plan entered into by Robert Kapito with Goldman, Sachs & Co. on April 22, 2009 pursuant to Rule 10b5-1 of the Securities Exchange Act of 1934. Pursuant to this plan, Mr. Kapito will sell a small portion of his BlackRock, Inc. shares during a twelve-month period beginning in May 2009 if certain price thresholds are met. Mr. Kapito is utilizing Rule 10b5-1 in order to diversify his holdings and make planned sales over a period of time.
- (2) This transaction was executed in multiple trades at prices ranging from \$148.50 to \$148.59. The price reported represents the weighted average purchase price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares purchased at each separate price.
- (3) Includes (i) 10,542 Restricted Stock Units granted under the Incentive Plan vesting on 1/31/10, (ii) 21,160 Restricted Stock Units vesting in equal installments on 1/31/10 and 1/31/11 and (iii) 40,308 Restricted Stock Units vesting in equal installments on 1/31/10, 1/31/11 and 1/31/12. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock.
- (4) This transaction was executed in multiple trades at prices ranging from \$150.57 to \$151.55. The price reported represents the weighted average purchase price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares purchased at each separate price.
- (5) This transaction was executed in multiple trades at prices ranging from \$151.65 to \$152.61. The price reported represents the weighted average purchase price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares purchased at each separate price.
- (6) This transaction was executed in multiple trades at prices ranging from \$152.69 to \$153.64. The price reported represents the weighted average purchase price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares purchased at each separate price.

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This transaction was executed in multiple trades at prices ranging from \$153.75 to \$154.32. The price reported represents the weighted
(7) average purchase price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares purchased at each separate price.

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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