

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

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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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(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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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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