

HALLAC CHARLES  
Form 4  
February 02, 2010

**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 \*  
HALLAC CHARLES

(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	(1) 11,543	A \$ 0 502,003.3828	(2) D	
Shares of Common Stock (par value \$0.01 per share)	01/29/2010		A	(3) 13,715	A \$ 0 515,718.3828	(4) D	

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Shares of Common Stock (par value \$0.01 per share)	01/31/2010	F	4,430 (5)	D	\$ 213.82	511,288.3828 (4)	D	
Shares of Common Stock (par value \$0.01 per share)						36,847.3924	I	By family trust
Shares of Common Stock (par value \$0.01 per share)						682.1424	I	By 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 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. Nu Deriv 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  
Co-Chief Operating Officer

Reporting Owners

HALLAC CHARLES  
BLACKROCK, INC.  
55 EAST 52ND STREET  
NEW YORK, NY 10055

## Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Charles  
Hallac

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) 2,733 Restricted Stock Units granted under the Incentive Plan vesting on 1/31/11, (ii) 11,584 Restricted Stock Units vesting in equal installments on 1/31/11 and 1/31/12 and (iii) 11,543 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) 2,733 Restricted Stock Units granted under the Incentive Plan vesting on 1/31/11, (ii) 11,584 Restricted Stock Units vesting in equal installments on 1/31/11 and 1/31/12, (iii) 11,543 shares of Restricted Stock vesting in installments on 1/31/11, 1/31/12 and 1/31/13, (iv) 5,143 shares of Restricted Stock vesting on 1/31/11 and (v) 3,429 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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