BlackRock Inc. Form 4 June 06, 2011

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

Check this box if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading BANK OF AMERICA CORP /DE/ Issuer Symbol BlackRock Inc. [BLK] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner Other (specify Officer (give title 100 N TRYON STREET 02/22/2011 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting CHARLOTTE, NC 28255 Person

(City)	(State)	(Zip) Tal	ble I - Non	-Derivativ	e Sec	urities Acquii	red, Disposed of	, or Beneficia	lly 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)		sed of	` '	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)
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 <u>(2)</u>	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)

Common Stock	03/04/2011	S	195 (2)	D	\$ 202.22	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	03/04/2011	S	75 <u>(2)</u>	D	\$ 202.33	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	03/08/2011	S	3,000 (2)	D	\$ 198.7743	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	03/08/2011	P	3,000 (2)	A	\$ 198.3345	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	03/09/2011	P	3,000 (2)	A	\$ 197.76	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	03/10/2011	P	25 (2)	A	\$ 189.93	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	03/11/2011	S	3,000 (2)	D	\$ 189	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	03/11/2011	S	25 (2)	D	\$ 189.8	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	03/16/2011	P	22 (2)	A	\$ 182	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	03/16/2011	P	50 (2)	A	\$ 182.07	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	03/18/2011	S	22 (2)	D	\$ 184.87	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	03/21/2011	S	50 (2)	D	\$ 185.94	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	03/23/2011	P	100 (2)	A	\$ 184	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	03/24/2011	S	100 (2)	D	\$ 185.03	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	03/24/2011	P	16 <u>(2)</u>	A	\$ 185.6113	586 (3) (4)	I	By Subsidiary

								(1) (5) (6) (7)
Common Stock	03/29/2011	P	10 (2)	A	\$ 185.91	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	04/01/2011	S	10 (2)	D	\$ 203.88	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	04/04/2011	S	4 (2)	D	\$ 201.09	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	04/04/2011	S	12 (2)	D	\$ 201.06	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	04/08/2011	P	200 (2)	A	\$ 196.4668	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	04/13/2011	S	200 (2)	D	\$ 194.7428	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	04/18/2011	P	25 (2)	A	\$ 189.95	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	04/20/2011	P	1,700 (2)	A	\$ 194.1309	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	04/20/2011	S	1,700 (2)	D	\$ 194.1309	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	04/25/2011	S	25 (2)	D	\$ 196.34	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of	8. Pri
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date	<b>Underlying Securities</b>	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		(Instr.
	Derivative				Securities	S		

### Edgar Filing: BlackRock Inc. - Form 4

Security

Acquired
(A) or
Disposed
of (D)

of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date

Date Expiration Title Exercisable Date

Amount or Number

of Shares

Series B Convertible

Stock

Participating (4)
Preferred

<u>(4)</u> <u>(4)</u>

Common Stock

<u>(4)</u>

# **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.
  - 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
- (4) 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.
- Each of BAC, Merrill Lynch & Co., Inc. ("ML&Co."), MLPFS and Merrill Lynch Group, Inc. ("ML Group", and collectively the

  (5) "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)** 

Reporting Owners 4

### Edgar Filing: BlackRock Inc. - Form 4

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.

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.