BlackRock Inc. Form 4 August 27, 2009

### FORM 4

## **OMB APPROVAL**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

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

Washington, D.C. 20549

January 31, Expires: 2005

Form 5 obligations may continue.

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

Estimated average burden hours per 0.5 response...

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WAGNER SUSAN			2. Issuer Name <b>and</b> Ticker or Trading Symbol BlackRock Inc. [BLK]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
BLACKROCK, INC., 40 EAST 52ND STREET		EAST	(Month/Day/Year) 08/25/2009	Director 10% OwnerX Officer (give title Other (specify below) Chief Operating Officer		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
NEW YORK, I	NY 10022		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tal	ble I - Non	-Derivative Securities	Acquired	d, Disposed of, o	r Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) P	. ,	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)

GI C		(Mondin Day, Tear)	Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	or Ind (I) (Instr
Shares of Common Stock (par value \$0.01 per share)	08/25/2009		M	12,500	A	\$ 14	498,303.8 (1)	D
Shares of Common Stock (par value \$0.01 per share)	08/25/2009		S	3,600	D	\$ 202.1397	494,703.8 (1)	D

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Shares of Common

Stock (par 08/25/2009 value

S 8,900

D 203.0274 485,803.8 (1) D

\$0.01 per share)

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

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SEC 1474 (9-02)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise (Instr. 3) Price of Derivative

Security

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number of TransactionDerivative Code Securities Acquired (A) (Instr. 8) or Disposed of 6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

(D) (Instr. 3, 4,

and 5)

Code V (A) (D)

Expiration Exercisable Date

Amount Title

Number

of Shares

Employee Stock

buy)

Option \$ 14 (right to

08/25/2009

M

12,500

(4)

Common Stock 10/01/2009 (par value

12,500 \$0.01 per

share)

Shares of

### **Reporting Owners**

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

Date

**WAGNER SUSAN** BLACKROCK, INC. 40 EAST 52ND STREET NEW YORK, NY 10022

**Chief Operating Officer** 

**Signatures** 

/s/ Harris Oliner as Attorney-in-Fact for Susan

\*\*Signature of Reporting Person

Wagner

08/27/2009 Date

Reporting Owners 2 Edgar Filing: BlackRock Inc. - Form 4

#### **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).
- Includes (i) 2,063 Restricted Stock Units granted under the Incentive Plan vesting on 1/31/10, (ii) 5,935 Restricted Stock Units vesting in installments on 1/31/10 and 1/31/11 and (iii) 11,780 Restricted Stock Units vesting in 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.
- This transaction was executed in multiple trades at prices ranging from \$201.70 to \$202.62. The price reported represents the weighted (2) average sale 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 sold at each separate price.
- This transaction was executed in multiple trades at prices ranging from \$202.79 to \$203.77. The price reported represents the weighted average sale 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 sold at each separate price.
- (4) Vested in three equal installments on 10/01/00, 10/01/01 and 10/01/02.

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.