BlackRock Inc. Form 4 February 22, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Add BANK OF AM	•	_	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
			BlackRock Inc. [BLK]	(Check all applicable)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an appreciate)
			(Month/Day/Year)	X Director 10% Owner
BANK OF AN	MERICA		11/08/2010	Officer (give title Other (specify
CORPORATI	E CENTER	, 100 N		below) below)
TRYON ST				
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check
			Filed(Month/Day/Year)	Applicable Line)
CHARLOTTI	E, NC 2825	5		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ad	canired. Disposed of, or Beneficially Own

Table 1 - 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)	or Dispos (Instr. 3,	sed of 4 and (A) or	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)
Common Stock	11/12/2010		Code V S	Amount 50 (2)	(D)	Price \$ 171.3	2,331,095 (3)	I	By Subsidiary (1) (4) (5) (6)
Common Stock	11/15/2010		P	200 (2)	A	\$ 173	2,331,295 (3)	I	By Subsidiary (1) (4) (5) (6)
Common Stock	11/15/2010		P	75 <u>(2)</u>	A	\$ 173.08	2,331,370 (3)	I	By Subsidiary (1) (4) (5) (6)
Common	11/15/2010		S	100 (2)	D	\$ 171.73	2,331,270	I	Ву

Stock					(3)		Subsidiary (1) (4) (5) (6)
Common Stock	11/15/2010	S	100 (2) D	\$ 172.2145	2,331,170 (3)	I	By Subsidiary (1) (4) (5) (6)
Common Stock	11/15/2010	S	100 (2) D	\$ 172.5441	2,331,070 (3)	I	By Subsidiary (1) (4) (5) (6)
Common Stock	11/16/2010	P	300 (2) A	\$ 166.7491	2,331,370 (3)	I	By Subsidiary (1) (4) (5) (6)
Common Stock	11/16/2010	P	380 <u>(2)</u> A	\$ 166.93	2,331,750 (3)	I	By Subsidiary (1) (4) (5) (6)
Common Stock	11/16/2010	S	45 (2) D	\$ 166.63	2,331,705 (3)	I	By Subsidiary (1) (4) (5) (6)
Common Stock	11/16/2010	S	100 <u>(2)</u> D	\$ 166.64	2,331,605 (3)	I	By Subsidiary (1) (4) (5) (6)
Common Stock	11/16/2010	S	155 (2) D	\$ 166.66	2,331,450 (3)	I	By Subsidiary (1) (4) (5) (6)
Common Stock	11/16/2010	S	200 (2) D	\$ 166.924	2,331,250 (3)	I	By Subsidiary (1) (4) (5) (6)
Common Stock	11/16/2010	S	200 (2) D	\$ 170.7	2,331,050 (3)	I	By Subsidiary (1) (4) (5) (6)
Common Stock	11/18/2010	P	50 (2) A	\$ 171.33	2,331,100 (3)	I	By Subsidiary (1) (4) (5) (6)
Common Stock	11/18/2010	S	100 <u>(2)</u> D	\$ 171.33	2,331,000 (3)	I	By Subsidiary (1) (4) (5) (6)
Common Stock	11/18/2010	S	200 (2) D	\$ 171.8341	2,330,800 (3)	I	By Subsidiary (1) (4) (5) (6)
Common Stock	11/23/2010	P	24 (2) A	\$ 163.26	2,330,824 (3)	I	By Subsidiary (1) (4) (5) (6)
Common Stock	11/23/2010	P	100 (2) A	\$ 166	2,330,924 (3)	I	By Subsidiary (1) (4) (5) (6)

Common Stock	11/23/2010	S	150 (2)	D	\$ 163.298	2,330,774 (3)	I	By Subsidiary (1) (4) (5) (6)
Common Stock	11/23/2010	S	100 (2)	D	\$ 163.34	2,330,674 (3)	I	By Subsidiary (1) (4) (5) (6)
Common Stock	11/24/2010	P	100 (2)	A	\$ 164.7169	2,330,774 (3)	I	By Subsidiary (1) (4) (5) (6)
Common Stock	11/26/2010	P	4 (2)	A	\$ 165.14	2,330,778 (3)	I	By Subsidiary (1) (4) (5) (6)
Common Stock	11/29/2010	P	100 (2)	A	\$ 162.9	2,330,878 (3)	I	By Subsidiary (1) (4) (5) (6)
Common Stock	11/29/2010	S	450 (2)	D	\$ 161.86	2,330,428 (3)	I	By Subsidiary (1) (4) (5) (6)
Common Stock	11/29/2010	S	4 (2)	D	\$ 162.3	2,330,424 (3)	I	By Subsidiary (1) (4) (5) (6)
Common Stock	11/30/2010	P	450 (2)	A	\$ 162.295	2,330,874 (3)	I	By Subsidiary (1) (4) (5) (6)
Common Stock	11/30/2010	P	1,000 (2)	A	\$ 163.485	2,331,874 (3)	I	By Subsidiary (1) (4) (5) (6)
Common Stock	11/30/2010	S	100 (2)	D	\$ 162.9	2,331,774 (3)	I	By Subsidiary (1) (4) (5) (6)

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

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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	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	3	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo

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

Code V (A) (D) Date Exercisable Expiration Title Amount Date or

or Number

Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BANK OF AMERICA CORP/DE/ BANK OF AMERICA CORPORATE CENTER 100 N TRYON ST CHARLOTTE, NC 28255

X

Signatures

/s/ Beth Dorfman, Authorized Signatory for Bank of America

02/10/2011

**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 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.
- (4) Each of BAC, Merrill Lynch & Co., Inc. ("ML&Co."), MLPFS and Merrill Lynch Group, Inc. ("ML Group", and collectively the "Reporting Persons") disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein.
- (5) BAC owns the Common Stock indirectly through its wholly owned subsidiary MLPFS.
- 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, ML&Co. has the right to designate a member to the board of directors of the Issuer.
- Each of the Reporting Persons other than ML&Co. disclaims its possible status as director of the Issuer.

Remarks:

This is the fourth of five filings on Form 4 by the Reporting Persons.

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.

Reporting Owners 4

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