

FINK LAURENCE
Form 4
February 12, 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 *
FINK LAURENCE

(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)
02/10/2010

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)
Chairman and CEO

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 Ownership (Instr. 4)
			Code	V	Amount (D)	Price	
Shares of Common Stock (par value \$0.01 per share)	02/10/2010		M		61,500	A \$ 37.36	1,359,605.28 (1) D
Shares of Common Stock (par value \$0.01 per share)	02/10/2010		F		24,832 (2)	D \$ 208.88	1,334,773.28 (1) D

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Shares of
Common
Stock
(par value
\$0.01 per
share)
02/10/2010 S 13,400 D \$
210.5924 (3) 1,321,373.28 (1) D

Shares of
Common
Stock
(par value
\$0.01 per
share)
02/10/2010 S 6,100 D \$
211.5867 (4) 1,315,273.28 (1) D

Shares of
Common
Stock
(par value
\$0.01 per
share)
02/11/2010 M 35,700 A \$ 37.36 (1) 1,350,973.28 D

Shares of
Common
Stock
(par value
\$0.01 per
share)
02/11/2010 S 35,400 D \$
210.1021 (5) 1,315,573.28 (1) D

Shares of
Common
Stock
(par value
\$0.01 per
share)
02/11/2010 S 300 D \$
211.1033 (6) 1,315,273.28 (1) D

Shares of
Common
Stock
(par value
\$0.01 per
share)
142,340 I
By
Laurence
D. Fink and
Lori W.
Fink
Irrevocable
Family
Trust
U/A/D
1/10/95

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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 37.36	02/10/2010		M	61,500	12/31/2006 12/31/2012	Shares of Common Stock (par value \$0.01 per share) 61,500
Employee Stock Option (right to buy)	\$ 37.36	02/11/2010		M	35,700	12/31/2006 12/31/2012	Shares of Common Stock (par value \$0.01 per share) 35,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FINK LAURENCE BLACKROCK, INC. 55 EAST 52ND STREET NEW YORK, NY 10055	X		Chairman and CEO	

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Laurence Fink 02/12/2010

__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) Includes (i) 13,799 Restricted Stock Units granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan on 1/31/11, (ii) 35,693 Restricted Stock Units vesting in installments on 1/31/11 and 1/31/12, (iii) 37,031 shares of Restricted Stock vesting in installments on 1/31/11, 1/31/12 and 1/31/13, (iv) 8,571 shares of Restricted Stock vesting on 1/31/11 and (v) 5,716 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.

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- (2) Shares sold to pay the exercise price and tax liability in connection with the transaction.

This transaction was executed in multiple trades at prices ranging from \$210.09 to \$211.07. The price reported represents the weighted

- (3) 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 \$211.09 to \$212.02. The price reported represents the weighted

- (4) 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 \$210.00 to \$210.93. The price reported represents the weighted

- (5) 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 \$211.08 to \$211.15. The price reported represents the weighted

- (6) 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.

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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