BlackRock Inc. Form 4 September 30, 2011

UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB** Number:

Washington, D.C. 20549 Check this box if no longer subject to **SECURITIES** Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: 2005 Estimated average burden hours per response... 0.5

OMB APPROVAL

3235-0287

January 31,

Form 4 or Form 5 obligations may continue. See Instruction

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 Pa

(Print or Type	e Responses)									
1. Name and Address of Reporting Person * GOLUB BENNETT			2. Issue Symbol	er Name an	d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
			BlackR	lock Inc.	[BLK]	(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of	of Earliest	Γransaction	(
			(Month/	Day/Year)		Director 10% Owner				
BLACKR	AST	09/29/2	2011		_X_ Officer (give to below)	er (specify				
52ND STI	REET					· · · · · · · · · · · · · · · · · · ·	below) Risk Officer			
		4. If Am	endment, E	Date Original	6. Individual or Joint/Group Filing(Check					
		Filed(Mo	onth/Day/Ye	ar)	Applicable Line) _X_ Form filed by One Reporting Person					
NEW YO	RK, NY 10055					Form filed by Mo Person				
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative Securities Ac	quired, Disposed of,	or Beneficial	ly Owned		
1.Title of	2. Transaction Date	2A. Deen	ned	3.	4. Securities Acquired	5. Amount of	6.	7. Nature		
Security	(Month/Day/Year)	Execution	n Date, if	Transaction(A) or Disposed of (D)		Securities	Ownership	Indirect		
(Instr. 3)		any	any		(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficia		
		(Month/D	Day/Year)	(Instr. 8)		Owned Following	Direct (D)	Ownershi		

ture of ect ficial ership Reported or Indirect (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) (Instr. 4) Code V Amount (D) Price

Shares of Common

Stock (par 8,221 224,282.3784 09/29/2011 F D D (1) 148.55 (2) value

\$0.01 per share)

Shares of Common Stock (par

share)

value \$0.01 per

Trust for benefit of 56,223.1977 Ι family

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	iorNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date Exercisable	Expiration Date	Title Nu	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

GOLUB BENNETT BLACKROCK, INC. 55 EAST 52ND STREET NEW YORK, NY 10055

Chief Risk Officer

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Bennett Golub

09/30/2011

**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).
- Represents the withholding by BlackRock of Common Stock to satisfy tax obligation on the vesting of Restricted Stock Units granted in (1) connection with a long-term incentive award to the Reporting Person in January 2007 under the Amended and Restated BlackRock, Inc. 1999 Stock Award and Incentive Plan.
- (2) Includes 586.5889 shares of Common Stock acquired by the reporting person under the BlackRock, Inc. Employee Stock Purchase Plan. Also includes 1,307.7895 shares of Common Stock held in the BlackRock, Inc. Retirement Savings Plan. Also includes (i) 2,326 Restricted Stock Units vesting on 1/31/12, (ii) 2,832 shares of Restricted Stock vesting in equal installments on 1/31/12 and 1/31/13, (iii) 1,715 shares of Restricted Stock vesting on 1/31/12, (iv) 5,925 shares of Restricted Stock vesting in equal installments on 1/31/12, 1/31/13 and 1/31/14 and (v) 5,613 shares of Restricted Stock vesting on 1/31/14. Each Restricted Stock Unit is payable solely by delivery

Reporting Owners 2

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of an equal number of shares of Common Stock.

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.