

HALLAC CHARLES

Form 4

January 31, 2011

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HALLAC CHARLES

(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)

01/27/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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) (A) or (D)	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)
Shares of Common Stock (par value \$0.01 per share)	01/27/2011		A	16,591 (1)	A \$ 0 536,772.3828 (2)	D	
Shares of Common Stock (par value \$0.01 per share)	01/27/2011		A	11,227 (3)	A \$ 0 547,999.3828 (4)	D	
Shares of Common					36,847.3924	I	By family trust

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Stock (par
value \$0.01
per share)

Shares of
Common
Stock (par
value \$0.01
per share)

682.1424

I

By family
trust

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 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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
HALLAC CHARLES BLACKROCK, INC. 55 EAST 52ND STREET NEW YORK, NY 10055	Director 10% Owner Officer Other
	Chief Operating Officer

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Charles
Hallac

01/31/2011

__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).

Shares of Restricted Stock granted under the Amended and Restated BlackRock, Inc. 1999 Stock Award and Incentive Plan (the "Incentive Plan") as part of the reporting person's bonus and approved by the Management Development and Compensation Committee of the Board of Directors for the 2010 fiscal year under the Amended and Restated 1999 Annual Incentive Performance Plan. The number of shares of Restricted Stock was determined by dividing the approved dollar value of the equity award by \$200.405, which was the average of the high and low price per share of Common Stock on January 27, 2011. This formula was approved by the Management Development and Compensation Committee on January 18, 2011. Shares of Restricted Stock vest in installments on 1/31/12, 1/31/13 and 1/31/14.

- (1) Includes (i) 2,733 Restricted Stock Units vesting on 1/31/11, (ii) 11,584 Restricted Stock Units vesting in equal installments on 1/31/11 and 1/31/12, (iii) 11,543 shares of Restricted Stock vesting in installments on 1/31/11, 1/31/12 and 1/31/13, (iv) 5,143 shares of Restricted Stock vesting on 1/31/11, (v) 3,429 shares of Restricted Stock vesting on 1/31/12, (vi) 8,893 Restricted Stock Units vesting on 9/29/11 and (vii) 16,591 shares of Restricted Stock vesting in installments on 1/31/12, 1/31/13 and 1/31/14. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock.

The Reporting Person also received a 3 year grant of shares of Restricted Stock under the Incentive Plan with a vesting date of 1/31/14.

- (3) The grant was approved by the Management Development and Compensation Committee of the Board of Directors. The number of shares of Restricted Stock was determined by dividing the approved dollar value of the equity award by \$200.405, which was the average of the high and low price per share of Common Stock on January 27, 2011. This formula was approved by the Management Development and Compensation Committee on January 18, 2011.

- (4) Includes (i) 2,733 Restricted Stock Units vesting on 1/31/11, (ii) 11,584 Restricted Stock Units vesting in equal installments on 1/31/11 and 1/31/12, (iii) 11,543 shares of Restricted Stock vesting in installments on 1/31/11, 1/31/12 and 1/31/13, (iv) 5,143 shares of Restricted Stock vesting on 1/31/11, (v) 3,429 shares of Restricted Stock vesting on 1/31/12, (vi) 8,893 Restricted Stock Units vesting on 9/29/11, (vii) 16,591 shares of Restricted Stock vesting in installments on 1/31/12, 1/31/13 and 1/31/14 and (viii) 11,227 shares of Restricted Stock vesting on 1/31/14. Each Restricted Stock Unit is payable solely by delivery 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.

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