

BlackRock Inc.  
Form 4  
January 04, 2012

**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 \*  
BANK OF AMERICA CORP /DE/

(Last) (First) (Middle)

BANK OF AMERICA  
CORPORATE CENTER, 100 N.  
TRYON STREET

(Street)

CHARLOTTE, NC 28255

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
BlackRock Inc. [BLK]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/20/2011

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)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount or Price                                                                               |                                                          |                                                       |
| Common Stock                    | 12/20/2011                           |                                                    | P                              |                                                                   | 10 A \$ 173.29                                                                                | 596                                                      | I See Footnote (1)                                    |
| Common Stock                    | 12/21/2011                           |                                                    | S                              |                                                                   | 51 D \$ 173.35                                                                                | 545                                                      | I See Footnote (1)                                    |
| Common Stock                    | 12/22/2011                           |                                                    | P                              |                                                                   | 4 A \$ 175.85                                                                                 | 549                                                      | I See Footnote (1)                                    |
| Common                          | 12/23/2011                           |                                                    | P                              |                                                                   | 51 A \$ 600                                                                                   | 600                                                      | I See                                                 |

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|                 |            |  |   |    |        |              |     |   |                        |
|-----------------|------------|--|---|----|--------|--------------|-----|---|------------------------|
| Stock           |            |  |   |    | 178.15 |              |     |   | Footnote<br>(1)        |
| Common<br>Stock | 12/23/2011 |  | S | 4  | D      | \$<br>178.06 | 596 | I | See<br>Footnote<br>(1) |
| Common<br>Stock | 12/27/2011 |  | S | 10 | D      | \$<br>178.41 | 586 | I | See<br>Footnote<br>(1) |

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.**

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares                                                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                              | Relationships |           |         |       |
|-------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                             | Director      | 10% Owner | Officer | Other |
| BANK OF AMERICA CORP /DE/<br>BANK OF AMERICA CORPORATE CENTER<br>100 N. TRYON STREET<br>CHARLOTTE, NC 28255 |               | X         |         |       |

## Signatures

Bank of America Corporation, By: /s/ Gary Whitman, Authorized Signatory

01/04/2012

\*\*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).  
  
Of such securities, 586 shares of common stock are held by Bank of America Corporation ("BAC") and the remaining securities are held by Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS"), an indirect, wholly owned subsidiary of BAC. The transaction reports shares held by MLPFS. Each of BAC and MLPFS disclaims beneficial ownership except to the extent of its pecuniary interest therein.

### Remarks:

Pursuant to the Third Amended and Restated Stockholder Agreement dated as of November 15, 2010, as may be amended from

Disgorgement of profits, if applicable, based on transactions reported above is being made by the Reporting Person to the Issu

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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