

BlackRock Inc.  
Form 4  
May 31, 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 \*  
Kushel J. Richard

(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)  
05/29/2012

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)  
Senior Managing Director

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  | (A) or (D)   | Price                                      |
| Shares of Common Stock (par value \$0.01 per share) | 05/29/2012                           |  | M                              |   | 25,000  | A  | \$ 37.36                                   |
| Shares of Common Stock (par value \$0.01 per share) | 05/29/2012                           |  | S                              |   | 9,200   | D  | \$ 171.5164                                |
|   |                                      |  |                                |   |   |  | 146,492 <sup>(1)</sup>                     |
|   |                                      |  |                                |   |   |  | <sup>(2)</sup>                             |

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|  |            |   |       |   |                       |             |   |  |
|--|------------|---|-------|---|-----------------------|-------------|---|--|
| Shares of<br>Common<br>Stock (par<br>value<br>\$0.01 per<br>share) | 05/29/2012 | S | 9,900 | D | \$<br>172.8872<br>(3) | 136,592 (1) | D |  |
| Shares of<br>Common<br>Stock (par<br>value<br>\$0.01 per<br>share) | 05/29/2012 | S | 5,900 | D | \$<br>173.2093<br>(4) | 130,692 (1) | D |  |
| Shares of<br>Common<br>Stock (par<br>value<br>\$0.01 per<br>share) |            |   |       |   |                       | 45,000      | I | By The<br>Kushel<br>Family<br>2011<br>Dynasty<br>Trust |
| Shares of<br>Common<br>Stock (par<br>value<br>\$0.01 per<br>share) |            |   |       |   |                       | 1,000       | I | By<br>Family<br>Trust                                  |
| Shares of<br>Common<br>Stock (par<br>value<br>\$0.01 per<br>share) |            |   |       |   |                       | 1,000       | I | By<br>Family<br>Trust                                  |

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---|---|---|---|---|--|--|---|
|   |   |   |   | Code V                                  | (A) (D)  |  | Title   |

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|  |          |            |   |        | Date<br>Exercisable | Expiration<br>Date | Amount<br>or<br>Number<br>of Shares                                |
|--|----------|------------|---|--------|---------------------|--------------------|--|
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 37.36 | 05/29/2012 | M | 25,000 | 12/31/2006          | 10/15/2012         | Shares of<br>Common<br>Stock<br>(par value<br>\$0.01 per<br>share) |
|  |          |            |   |        |                     |                    | 25,000   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| Kushel J. Richard<br>BLACKROCK, INC.<br>55 EAST 52ND STREET<br>NEW YORK, NY 10055 |               |           | Senior Managing Director |       |

## Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for J. Richard  
Kushel

05/31/2012

\_\_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).

(1) Includes (i) 1,257 shares of Restricted Stock vesting on 1/31/13, (ii) 5,198 shares of Restricted Stock vesting in equal installments on 1/31/13 and 1/31/14, (iii) 11,227 shares of Restricted Stock vesting on 1/31/14, (iv) 5,647 Restricted Stock Units vesting in installments on 1/31/13, 1/31/14 and 1/31/15 and (v) 19,660 Restricted Stock Units awarded on 1/20/12 that will vest in whole or in part only on the satisfaction of one or more previously-disclosed Common Stock price targets, but which may not vest before 1/31/16 and will expire on 1/31/18 to the extent not then vested. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock.

(2) This transaction was executed in multiple trades at prices ranging from \$171.02 to \$172.00. The price reported represents the weighted 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.

(3) This transaction was executed in multiple trades at prices ranging from \$172.10 to \$173.08. The price reported represents the weighted 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.

(4) This transaction was executed in multiple trades at prices ranging from \$173.10 to \$173.38. The price reported represents the weighted 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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