

BlackRock Inc.
Form 4/A
April 01, 2011

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 AMERICA CORPORATE CENTER, 100 N TRYON ST

(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)
11/10/2010

4. If Amendment, Date Original Filed(Month/Day/Year)
02/22/2011

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 (A) or (D) Price			
Common Stock	12/01/2010		P	750 (3) A \$ 166.8564	586 (4) (5)	I	By Subsidiary (1) (2) (6) (7) (8)
Common Stock	12/01/2010		S	750 (3) D \$ 166.97	586 (4) (5)	I	By Subsidiary (1) (2) (6) (7) (8)
Common Stock	12/01/2010		S	236 (3) D \$ 167	586 (4) (5)	I	By Subsidiary (1) (2) (6) (7) (8)

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Common Stock	12/01/2010	S	477 ⁽³⁾	D	\$ 167.015	586 ⁽⁴⁾ ⁽⁵⁾	I	By Subsidiary <u>(1)</u> <u>(2)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
Common Stock	12/01/2010	S	100 ⁽³⁾	D	\$ 167.02	586 ⁽⁴⁾ ⁽⁵⁾	I	By Subsidiary <u>(1)</u> <u>(2)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
Common Stock	12/01/2010	S	187 ⁽³⁾	D	\$ 167.03	586 ⁽⁴⁾ ⁽⁵⁾	I	By Subsidiary <u>(1)</u> <u>(2)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
Common Stock	12/01/2010	S	75 ⁽³⁾	D	\$ 167.06	586 ⁽⁴⁾ ⁽⁵⁾	I	By Subsidiary <u>(1)</u> <u>(2)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
Common Stock	12/02/2010	S	24 ⁽³⁾	D	\$ 168.12	586 ⁽⁴⁾ ⁽⁵⁾	I	By Subsidiary <u>(1)</u> <u>(2)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
Common Stock	12/03/2010	P	300 ⁽³⁾	A	\$ 169.809	586 ⁽⁴⁾ ⁽⁵⁾	I	By Subsidiary <u>(1)</u> <u>(2)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
Common Stock	12/03/2010	P	200 ⁽³⁾	A	\$ 170.406	586 ⁽⁴⁾ ⁽⁵⁾	I	By Subsidiary <u>(1)</u> <u>(2)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
Common Stock	12/03/2010	P	300 ⁽³⁾	A	\$ 170.49	586 ⁽⁴⁾ ⁽⁵⁾	I	By Subsidiary <u>(1)</u> <u>(2)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
Common Stock	12/03/2010	S	800 ⁽³⁾	D	\$ 170.7443	586 ⁽⁴⁾ ⁽⁵⁾	I	By Subsidiary <u>(1)</u> <u>(2)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
Common Stock	12/06/2010	P	236 ⁽³⁾	A	\$ 171.9252	586 ⁽⁴⁾ ⁽⁵⁾	I	By Subsidiary <u>(1)</u> <u>(2)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
Common Stock	12/06/2010	P	177 ⁽³⁾	A	\$ 171.9906	586 ⁽⁴⁾ ⁽⁵⁾	I	By Subsidiary <u>(1)</u> <u>(2)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
	12/06/2010	P	300 ⁽³⁾	A	\$ 172.03	586 ⁽⁴⁾ ⁽⁵⁾	I	

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Common Stock								By Subsidiary <u>(1)</u> <u>(2)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
Common Stock	12/06/2010	P	187 <u>(3)</u>	A	\$ 172.18	586 <u>(4)</u> <u>(5)</u>	I	By Subsidiary <u>(1)</u> <u>(2)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
Common Stock	12/06/2010	P	100 <u>(3)</u>	A	\$ 172.24	586 <u>(4)</u> <u>(5)</u>	I	By Subsidiary <u>(1)</u> <u>(2)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
Common Stock	12/06/2010	S	500 <u>(3)</u>	D	\$ 171.74	586 <u>(4)</u> <u>(5)</u>	I	By Subsidiary <u>(1)</u> <u>(2)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
Common Stock	12/06/2010	S	500 <u>(3)</u>	D	\$ 171.764	586 <u>(4)</u> <u>(5)</u>	I	By Subsidiary <u>(1)</u> <u>(2)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>

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)	8. Price or Deriv. Secur. (Instr. 3)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Series B Convertible Participating Preferred	<u>(5)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock	<u>(5)</u>

Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BANK OF AMERICA CORP /DE/ BANK AMERICA CORPORATE CENTER 100 N TRYON ST CHARLOTTE, NC 28255	X			

Signatures

/s/ Beth Dorfman, Authorized Signatory for Bank of America

03/31/2011

 **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).

This amendment is being filed to correct the amount of securities beneficially owned following the transactions reported in Table I of the (1) Form 4 filed on February 22, 2011. Other than as described in footnote 2 of the first of two filings on Form 4/A as of the date hereof by the Reporting Persons there are no other changes from the information originally reported.

(2) This Form 4 is being filed by Bank of America Corporation ("BAC"), a Delaware corporation and bank holding company registered under the Bank Holding Company Act of 1956, on behalf of its subsidiaries.

(3) Transaction executed by the error correction section of Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS"), a broker-dealer and subsidiary of BAC, to correct errors made in connection with trades made on behalf of clients of MLPFS.

(4) In connection with this transaction, BAC has agreed to voluntarily remit appropriate profits, if any, to the Issuer. BAC disclaims that such transaction is subject to reporting under Section 16(a) or disgorgement under Section 16(b), and this report shall not be deemed an admission that those sections apply to such transaction.

(5) In addition to the shares of Common Stock reported herein, BAC is also the beneficial owner of 13,562,878 shares of Series B Convertible Participating Preferred Stock (the "Series B Preferred Stock"), as reported in Table II. The Series B Preferred Stock automatically converts into Common Stock on a 1-for-1 basis upon transfer to a third party and has no expiration date.

(6) Each of BAC, Merrill Lynch & Co., Inc. ("ML&Co."), MLPFS and Merrill Lynch Group, Inc. ("ML Group", and collectively the "Reporting Persons") disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein.

(7) BAC owns the Common Stock indirectly through its wholly owned subsidiary MLPFS. BAC owns the Series B Preferred Stock indirectly through its wholly owned subsidiary ML Group.

(8) Pursuant to the Third Amended and Restated Stockholder Agreement dated as of November 15, 2010, as may be amended from time to time, between ML&Co., ML Group and the Issuer, ML&Co. has the right to designate a member to the board of directors of the Issuer. Each of the Reporting Persons other than ML&Co. disclaims its possible status as director of the Issuer.

Remarks:

This is the second of two filings on Form 4/A by the Reporting Persons.

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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