

Petach Ann Marie  
Form 4  
March 12, 2010

**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 \*  
Petach Ann Marie

(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)  
03/10/2010

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)  
Chief Financial Officer

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|   |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Shares of Common Stock (par value \$0.01 per share) | 03/10/2010                           |  | A                              |   | 8,369 <sup>(1)</sup>  | A  | \$ 0 22,312 D                     |
| Shares of Common Stock (par value \$0.01 per share) | 03/10/2010                           |  | A                              |   | 4,150 <sup>(2)</sup>  | A  | \$ 0 26,462 <sup>(3)</sup> D      |

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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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 |
| Petach Ann Marie<br>BLACKROCK, INC.<br>55 EAST 52ND STREET<br>NEW YORK, NY 10055 |               |           | Chief Financial Officer |       |

## Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Ann Marie  
Petach 03/12/2010

\_\_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) As previously disclosed in BlackRock, Inc.'s 2009 Proxy Statement, on July 27, 2007, the reporting person received a 4 year and 2 month long-term award of 8,369 Restricted Stock Units, subject to the achievement of a performance goal and with a vesting date of September 29, 2011. Although the performance goal was met in 2009, the Restricted Stock Units will not vest until September 29, 2011 and remain subject to other conditions until that time. The number of Restricted Stock Units was determined by dividing the approved dollar value of the equity award by \$149.36. The Restricted Stock Units were granted under BlackRock, Inc.'s long-term incentive program which is designed to aid in the retention of senior management and align their interests with long-term shareholder interests.
- (2) As previously disclosed in BlackRock, Inc.'s 2009 Proxy Statement, on July 31, 2008, the reporting person received a 3 year and 2 month long-term award of 4,150 Restricted Stock Units, subject to the achievement of a performance goal and with a vesting date of September 29, 2011. Although the performance goal was met in 2009, the Restricted Stock Units will not vest until September 29, 2011 and remain subject to other conditions until that time. The number of Restricted Stock Units was determined by dividing the approved dollar value of

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the equity award by \$180.70. The Restricted Stock Units were granted under BlackRock, Inc.'s long-term incentive program which is designed to aid in the retention of senior management and align their interests with long-term shareholder interests.

- (3) Includes (i) 335 Restricted Stock Units vesting on 1/31/11, (ii) 2,410 Restricted Stock Units vesting in equal installments on 1/31/11 and 1/31/12, (iii) 2,034 shares of Restricted Stock vesting in installments on 1/31/11, 1/31/12 and 1/31/13, (iv) 3,000 shares of Restricted Stock vesting on 1/31/11, (v) 2,000 shares of Restricted Stock vesting on 1/31/12 and (vi) 12,519 Restricted Stock Units vesting on 9/29/11.

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.