

BlackRock Inc.  
Form 4  
December 03, 2009

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

OMB APPROVAL

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**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 \*  
BARCLAYS BANK PLC /ENG/

(Last) (First) (Middle)

1 CHURCHILL PLACE

(Street)

LONDON ENGLAND E14 5HP

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/01/2009

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	(A) or (D)	Price
Common Stock, par value \$0.01 per share <sup>(1)</sup>	12/01/2009		P(2)(3)		3,031,516 (2) (3)	A	(2) (3) (2) (3)
					3,031,516 (2) (3)	I	By Subsidiary (4) (5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)



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(3) In the BGI Transaction, Barclays Bank PLC received \$6,650,038,700 in cash and indirectly received through its wholly-owned subsidiary BR Holdings an aggregate of 3,031,516 shares of Common Stock, 26,888,001 shares of Series B Preferred Stock and 7,647,254 shares of Series D Preferred Stock.

(4) This Form 4 is being filed by Barclays Bank PLC, which owns the shares of Common Stock, the shares of Series B Preferred Stock and the shares of Series D Preferred Stock indirectly through its wholly-owned subsidiary BR Holdings.

(5) Barclays Bank PLC disclaims beneficial ownership of the Common Stock.

(6) Shares of Series B Preferred Stock are convertible, on a one-for-one basis, into shares of Common Stock upon any transfer to any person that is not an affiliate of Barclays Bank PLC. As shares of Series B Preferred Stock are not convertible into shares of Common Stock while owned by Barclays Bank PLC and its affiliates, Barclays Bank PLC disclaims beneficial ownership of the shares of Common Stock underlying the shares of Series B Preferred Stock.

(7) Shares of Series D Preferred Stock are convertible, on a one-for-one basis, into shares of Series B Preferred Stock. Such conversion will automatically occur on the date that is 20 days after the date on which an Information Statement is first mailed by the Issuer to holders of Common Stock in accordance with Rule 14c-2 under the Securities Exchange Act of 1934, as amended. Because the shares of Series D Preferred Stock convert only into shares of Series B Preferred Stock and the shares of Series B Preferred Stock convert into shares of Common Stock only upon any transfer to any person that is not an affiliate of Barclays Bank PLC, Barclays Bank PLC disclaims beneficial ownership of the shares of Common Stock underlying the shares of Series B Preferred Stock and Series D Preferred 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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