

FUND ASSET MANAGEMENT LP
Form 4
December 02, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
MERRILL LYNCH & CO INC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

4 WORLD FINANCIAL CENTER,

3. Date of Earliest Transaction (Month/Day/Year)
11/20/2008

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10080

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 11/20/2008 | | P | (A) or (D) A | 100 ⁽¹⁾ <u>(2)</u> \$ 99.63 | 52,395,182 ⁽³⁾ | D |
| Common Stock | 11/25/2008 | | S | (A) or (D) D | 100 ⁽¹⁾ <u>(2)</u> \$ 113.67 | 52,395,082 ⁽³⁾ | D |

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)

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| 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 Owned Following Reporting 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 |
| MERRILL LYNCH & CO INC 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080 | | X | | |
| MERRILL LYNCH INVESTMENT MANAGERS LP PO BOX 9011 PRINCETON, NJ 08543 | | X | | |
| MERRILL LYNCH PIERCE FENNER & SMITH INC 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080 | | X | | |
| FUND ASSET MANAGEMENT LP 800 SCUDDERS MILL RD PLAINSBORO, NJ 08536 | | X | | |
| PRINCETON ADMINISTRATORS LP C/O MERRILL LYNCH ASSET MANAGEMENT PO BOX 9011 PRINCETON, NJ 08543 | | X | | |

Signatures

Merrill Lynch & Co., Inc. By: Richard B. Alsop, Vice President 12/02/2008
**Signature of Reporting Person Date

Merrill Lynch Investment Managers, L.P. By Princeton Services Inc., Its General Partner By: Carlos M. Morales, Senior Vice President 12/02/2008
**Signature of Reporting Person Date

Merrill Lynch, Pierce, Fenner & Smith., Inc. By: Carlos M. Morales, Senior Vice Preident 12/02/2008
**Signature of Reporting Person Date

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Fund Asset Management, L.P. By Princeton Services Inc., Its General Partner By: Carlos M. Morales, Senior Vice President

12/02/2008

__Signature of Reporting Person

Date

Princeton Administrators, L.P. By Princeton Services Inc., Its General partner By: Carlos M. Morales, Senior Vice President

12/02/2008

__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) This transaction reflects transaction executed by Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS"), a wholly-owned subsidiary of Merrill Lynch & Co., Inc. (MLCO), to correct errors made in connection with trades in issuer's common stock.

(2) The Reporting Person disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein. In connection with all of the transactions reported on this form, the Reporting Person has agreed to voluntarily remit appropriate profits, if any, to BLK. The Reporting Person disclaims that the transactions reported on this Form are 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 these transactions.

(3) Merrill Lynch & Co., Inc. (MLCO) directly or indirectly through its wholly-owned subsidiaries, Merrill Lynch Investment Managers, L.P., Fund Asset Management, L.P. and Princeton Administrators, L.P. owns 52,395,082 shares of the Issuer's Common 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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