

HALLAC CHARLES
Form 4
July 24, 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 *
HALLAC CHARLES

(Last) (First) (Middle)

BLACKROCK, INC., 40 EAST
52ND STREET

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/22/2009

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)

Member of Office of Chairman

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 (D) Price | | |
| Shares of Common Stock (par value \$0.01 per share) | 07/22/2009 | | M | | 50,000 A \$ 37.36 | D | |
| Shares of Common Stock (par value \$0.01 per share) | 07/22/2009 | | S | | 7,300 D \$ 182.5632 | D | |

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Shares of
Common
Stock
(par value
\$0.01 per
share)
07/22/2009 S 18,450 D \$
183.4451 514,710.3828 D
(3)

Shares of
Common
Stock
(par value
\$0.01 per
share)
07/22/2009 S 8,550 D \$
184.5324 506,160.3828 D
(4)

Shares of
Common
Stock
(par value
\$0.01 per
share)
07/22/2009 S 15,700 D \$
185.3418 490,460.3828 D
(5)

Shares of
Common
Stock
(par value
\$0.01 per
share)
36,847.3924 I By
family
trust

Shares of
Common
Stock
(par value
\$0.01 per
share)
682.1424 I By
family
trust

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | | Title |

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| | | | | | Date Exercisable | Expiration Date | Amount or Number of Shares |
|--|----------|------------|---|--------|---------------------|--------------------|--|
| Employee Stock Option (right to buy) | \$ 37.36 | 07/22/2009 | M | 50,000 | 12/31/2006 | 10/15/2012 | 50,000 Shares of Common Stock (par value \$0.01 per share) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HALLAC CHARLES BLACKROCK, INC. 40 EAST 52ND STREET NEW YORK, NY 10022 | | | Member of Office of Chairman | |

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Charles Hallac 07/24/2009

 **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) 2,024 Restricted Stock Units granted under the Incentive Plan vesting on 1/31/10, (ii) 5,466 Restricted Stock Units vesting in equal installments on 1/31/10 and 1/31/11 and (iii) 17,375 Restricted Stock Units vesting in installments on 1/31/10, 1/31/11 and 1/31/12. 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 \$182.00 to \$182.96. The price reported represents the weighted average purchase 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 purchased at each separate price.
- (3) This transaction was executed in multiple trades at prices ranging from \$183.00 to \$183.96. The price reported represents the weighted average purchase 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 purchased at each separate price.
- (4) This transaction was executed in multiple trades at prices ranging from \$184.00 to \$184.98. The price reported represents the weighted average purchase 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 purchased at each separate price.
- (5) This transaction was executed in multiple trades at prices ranging from \$185.00 to \$185.77. The price reported represents the weighted average purchase 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 purchased 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. 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.