

BlackRock Inc.
Form 4
August 16, 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 OF 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)
05/06/2011

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	05/06/2011		P	10 (2)	A	\$ 195.15	586 (3) (4) I	By Subsidiary (1) (6) (7) (8)
Common Stock	05/09/2011		S	10 (2)	D	\$ 196.01	586 (3) (4) I	By Subsidiary (1) (6) (7) (8)
Common Stock	05/16/2011		P	65 (2)	A	\$ 194.38	586 (3) (4) I	By Subsidiary (1) (6) (7) (8)
Common Stock	05/16/2011		S	65 (2)	D	\$ 195	586 (3) (4) I	By

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Stock								Subsidiary <u>(1)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
Common Stock	05/19/2011	P	100 <u>(2)</u>	A	\$ 197.89	586 <u>(3)</u> <u>(4)</u>	I	By Subsidiary <u>(1)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
Common Stock	05/20/2011	S	100 <u>(2)</u>	D	\$ 198.258	586 <u>(3)</u>	I	By Subsidiary <u>(1)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
Common Stock	05/20/2011	P	100 <u>(2)</u>	A	\$ 198.4135	586 <u>(3)</u>	I	By Subsidiary <u>(1)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
Common Stock	05/23/2011	S	4 <u>(2)</u>	D	\$ 194.26	586 <u>(3)</u>	I	By Subsidiary <u>(1)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
Common Stock	05/24/2011	S	100 <u>(2)</u>	D	\$ 192.79	586 <u>(3)</u>	I	By Subsidiary <u>(1)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
Common Stock	05/25/2011	P	4 <u>(2)</u>	A	\$ 194.55	586 <u>(3)</u>	I	By Subsidiary <u>(1)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
Common Stock	05/26/2011	P	50 <u>(2)</u>	A	\$ 196.83	586 <u>(3)</u>	I	By Subsidiary <u>(1)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
Common Stock	05/31/2011	S	50 <u>(2)</u>	D	\$ 203.31	586 <u>(3)</u>	I	By Subsidiary <u>(1)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
Common Stock	05/31/2011	P	50 <u>(2)</u>	A	\$ 203.42	586 <u>(3)</u>	I	By Subsidiary <u>(1)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
Common Stock	05/31/2011	P	150 <u>(2)</u>	A	\$ 203.934	586 <u>(3)</u>	I	By Subsidiary <u>(1)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
Common Stock	06/01/2011	S	50 <u>(2)</u>	D	\$ 201.62	586 <u>(3)</u>	I	By Subsidiary <u>(1)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
Common Stock	06/01/2011	S	150 <u>(2)</u>	D	\$ 201.5812	586 <u>(3)</u>	I	By Subsidiary <u>(1)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
Common Stock	06/15/2011	P	25 <u>(2)</u>	A	\$ 186.01	586 <u>(3)</u>	I	By Subsidiary <u>(1)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
Common Stock	06/20/2011	S	25 <u>(2)</u>	D	\$ 189.3	586 <u>(3)</u>	I	By Subsidiary <u>(1)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>

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Common Stock	06/28/2011	S	150 ⁽²⁾	D	\$ 188.0854	586 ⁽³⁾	I	By Subsidiary <u>(1)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
Common Stock	07/01/2011	P	150 ⁽²⁾	A	\$ 194.02	586 ⁽³⁾	I	By Subsidiary <u>(1)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
Common Stock	07/13/2011	P	859 ⁽²⁾	A	\$ 185.6716	586 ⁽³⁾	I	By Subsidiary <u>(1)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
Common Stock	07/19/2011	S	221 ⁽²⁾	D	\$ 180.49	586 ⁽³⁾	I	By Subsidiary <u>(1)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
Common Stock	07/20/2011	S	44 ⁽²⁾	D	\$ 184.43	586 ⁽³⁾	I	By Subsidiary <u>(1)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
Common Stock	07/20/2011	S	55 ⁽²⁾	D	\$ 184.87	586 ⁽³⁾	I	By Subsidiary <u>(1)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
Common Stock	07/20/2011	S	539 ⁽²⁾	D	\$ 185.1853	586 ⁽³⁾	I	By Subsidiary <u>(1)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
Common Stock	07/22/2011	P	2 ⁽²⁾	A	\$ 187.83	586 ⁽³⁾	I	By Subsidiary <u>(1)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
Common Stock	07/25/2011	S	2 ⁽²⁾	D	\$ 185.08	586 ⁽³⁾	I	By Subsidiary <u>(1)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
Common Stock	08/02/2011	P	4 ⁽²⁾	A	\$ 175.37	586 ⁽³⁾	I	By Subsidiary <u>(1)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>
Common Stock	08/03/2011	S	4 ⁽²⁾	D	\$ 170.09	586 ⁽³⁾	I	By Subsidiary <u>(1)</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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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Put Option (right to sell)	\$ 185	06/06/2011			S		1		06/06/2011	07/16/2011	Common Stock	100
Put Option (right to sell)	\$ 185	06/08/2011			P		1		06/08/2011	07/16/2011	Common Stock	100
Series B Convertible Participating Preferred Stock	(4)								(4)	(4)	Common Stock	(4)

Reporting Owners

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

Signatures

/s/ Gary Whitman 08/16/2011

**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).
- (1) 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.
 - (2) 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 agency brokerage trades made on behalf of clients of MLPFS.
 - (3) 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

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admission that those sections apply to such transaction.

In addition to the shares of Common Stock reported herein, as of the date of this transaction BAC was 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

- (4) 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. As reported on a Form 4 filed on May 23, 2011, BAC is no longer the beneficial owner of any shares of the Series B Preferred Stock.
- (5) BAC is short 1 put option with an exercise price of \$185.00.

Each of BAC, Merrill Lynch & Co., Inc. ("ML&Co."), MLPFS and Merrill Lynch Group, Inc. ("ML Group", and collectively the

- (6) "Reporting Persons") disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein. As reported on a Form 4 filed on May 23, 2011, BAC is no longer the beneficial owner of any shares of the Series B Preferred Stock.

BAC owns the Common Stock indirectly through its wholly owned subsidiary MLPFS. BAC owned the Series B Preferred Stock

- (7) indirectly through its wholly owned subsidiary, ML Group. As reported on a Form 4 filed on May 23, 2011, BAC is no longer the beneficial owner of any shares of the Series B Preferred Stock.

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, once ML&Co. and its affiliates have beneficially owned less than five percent of the

- (8) Issuer's capital stock for a period of 90 days, ML&Co.'s designee to the Issuer's board of directors is required to resign. As reported on a Form 4 filed on May 23, 2011, the Issuer has waived this requirement to allow ML&Co.'s designee to continue to serve as a member of the Issuer's board of directors, subject to future review by the Issuer's board of directors. Each of the Reporting Persons other than ML&Co. disclaims its possible status as director of the Issuer.

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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