HALLAC CHARLES
Form 4
February 02, 2010

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
HALLAC CHARLES

(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)
01/29/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Co-Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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			
Shares of Common Stock (par value $0.01 per share)	01/29/2010		A		11,543 (1)	A	$ 0	502,003.3828 (2)	D	
Shares of Common Stock (par value $0.01 per share)	01/29/2010		A		13,715 (3)	A	$ 0	515,718.3828 (4)	D	

Shares of Common Stock (par value $0.01 per share)	01/31/2010		F	4,430 (5)	D	$ 213.82	511,288.3828 (4)	D	
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.

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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 (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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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
				Co-Chief Operating Officer

HALLAC CHARLES
BLACKROCK, INC.
55 EAST 52ND STREET
NEW YORK, NY 10055

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Charles Hallac	02/02/2010
**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) Shares of Restricted Stock granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan (the "Incentive Plan") as part of the reporting person's bonus approved by the Management Development and Compensation Committee of the Board of Directors for the 2009 fiscal year under the Amended and Restated 1999 Annual Incentive Performance Plan ("Performance Plan"). The number of shares of Restricted Stock was determined by dividing the approved dollar value of the equity award by $218.735, which was the average of the high and low price per share of Common Stock on January 29, 2010. This formula was approved by the Management Development and Compensation Committee on January 19, 2010. Shares of Restricted Stock vest in installments on 1/31/11, 1/31/12 and 1/31/13.

(2) Includes (i) 2,733 Restricted Stock Units granted under the Incentive Plan vesting on 1/31/11, (ii) 11,584 Restricted Stock Units vesting in equal installments on 1/31/11 and 1/31/12 and (iii) 11,543 shares of Restricted Stock vesting in installments on 1/31/11, 1/31/12 and 1/31/13. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock.

(3) Additional shares of Restricted Stock granted under the Incentive Plan and approved by the Management Development and Compensation Committee of the Board of Directors. The number of shares of Restricted Stock was determined by dividing the approved dollar value of the equity award by $218.735, which was the average of the high and low price per share of Common Stock on January 29, 2010. This formula was approved by the Management Development and Compensation Committee on January 19, 2010. Shares of Restricted Stock vest in installments with 37.5% vested on 1/31/10, 37.5% vesting on 1/31/11 and 25% vesting on 1/31/12.

(4) Includes (i) 2,733 Restricted Stock Units granted under the Incentive Plan vesting on 1/31/11, (ii) 11,584 Restricted Stock Units vesting in equal installments on 1/31/11 and 1/31/12, (iii) 11,543 shares of Restricted Stock vesting in installments on 1/31/11, 1/31/12 and 1/31/13, (iv) 5,143 shares of Restricted Stock vesting on 1/31/11 and (v) 3,429 shares of Restricted Stock vesting on 1/31/12. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock.

(5) Represents the withholding by BlackRock of Restricted Stock Units to satisfy tax obligation on the vesting of the reporting person's Restricted Stock Units granted under the Incentive Plan.

Remarks:

All of the vesting information contained in the footnotes is as of January 31, 2010.

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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