

BlackRock Inc.
Form 4
November 15, 2010

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 *
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)
11/15/2010

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 11/15/2010 | | S | V | 2,330,082 (3) \$ 593 (5) (6) 163 | I | By Subsidiary (1) (7) (8) (9) |

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

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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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Series B Convertible Participating Preferred Stock | (2) | 11/15/2010 | | S | 41,245,676 (3) | (2) (2) | Common Stock | |
| Call Option (obligation to sell) | \$ 163 | 11/15/2010 | | S | 5,207,376 (3) | 11/08/2010 12/08/2010 | Common Stock | |
| Call Option (obligation to sell) | \$ 163 | 11/15/2010 | | X | 5,207,376 (3) | 11/08/2010 12/08/2010 | Common Stock | |
| Series B Convertible Participating Preferred Stock | (2) | 11/15/2010 | | X | 5,207,376 (3) | (2) (2) | Common Stock | |
| Series B Convertible Participating Preferred Stock | (2) | 11/15/2010 | | S | 2,453,988 (4) | (2) (2) | Common Stock | |

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/ Joanne P. Tsung
11/15/2010

**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) 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) BAC's Series B Convertible Participating Preferred Stock automatically converts into Common Stock upon transfer to a third party. The Series B Convertible Participating Preferred Stock converts into Common Stock on a 1-for-1 basis and has no expiration date.

Transaction executed pursuant to the Underwriting Agreement, by and between the Issuer, Merrill Lynch Group, Inc. ("ML Group"), PNC Bancorp, Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS"), and Morgan Stanley & Co. Incorporated, dated as of November 8, 2010.

- (3) Transaction executed pursuant to the Underwriting Agreement, by and between the Issuer, Merrill Lynch Group, Inc. ("ML Group"), PNC Bancorp, Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS"), and Morgan Stanley & Co. Incorporated, dated as of November 8, 2010.
- (4) Transaction executed pursuant to a direct offering to an institutional investor, as previously disclosed in a Form 424B3 filed November 10, 2010 by the Issuer.

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 admission that those sections apply to such transaction.

- (5) Excludes one share of Common Stock erroneously reported on BAC's previous Form 4 filings for the Issuer.
- (6) Each of BAC, Merrill Lynch & Co., Inc. ("ML&Co."), MLPFS and ML Group (collectively the "Reporting Persons") disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein.
- (7) BAC owns the Series B Convertible Participating Preferred Stock indirectly through its wholly owned subsidiary, ML Group. BAC owns the Common Stock indirectly through its wholly owned subsidiaries, ML Group and MLPFS.

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, ML&Co. has the right to designate a member to the board of directors of the Issuer. 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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