

FINK LAURENCE
Form 4
April 27, 2009

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 *
FINK LAURENCE

(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)
04/23/2009

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)
Chairman and CEO

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)	04/23/2009		G	V 21,615 D \$ 0	1,283,438.28 <u>(1)</u>	D	
Shares of Common Stock (par value \$0.01 per share)	04/23/2009		G	V 21,615 D \$ 0	1,261,823.28 <u>(1)</u>	D	

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Shares of
Common
Stock
(par value
\$0.01 per
share)
04/24/2009 M 50,000 A \$ 43.3125 1,311,823.28⁽¹⁾ D

Shares of
Common
Stock
(par value
\$0.01 per
share)
04/24/2009 S 32,100 D \$ 144.5281⁽²⁾ 1,279,723.28⁽¹⁾ D

Shares of
Common
Stock
(par value
\$0.01 per
share)
04/24/2009 S 11,000 D \$ 145.3242⁽³⁾ 1,268,723.28⁽¹⁾ D

Shares of
Common
Stock
(par value
\$0.01 per
share)
04/24/2009 S 2,200 D \$ 146.2⁽⁴⁾ 1,266,523.28⁽¹⁾ D

Shares of
Common
Stock
(par value
\$0.01 per
share)
04/24/2009 S 4,700 D \$ 147.563⁽⁵⁾ 1,261,823.28⁽¹⁾ D

Shares of
Common
Stock
(par value
\$0.01 per
share)

142,340 I

By
Laurence
D. Fink and
Lori W.
Fink
Irrevocable
Family
Trust
U/A/D
1/10/95

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

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(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)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 43.3125	04/24/2009		M	50,000	(6) 12/15/2010	Shares of Common Stock (par value \$0.01 per share) 50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FINK LAURENCE BLACKROCK, INC. 40 EAST 52ND STREET NEW YORK, NY 10022	X		Chairman and CEO	

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Laurence Fink
 Signature of Reporting Person Date
 04/27/2009

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) 16,262 Restricted Stock Units granted under the Incentive Plan vesting on 1/31/10, (ii) 27,598 Restricted Stock Units vesting in equal installments on 1/31/10 and 1/31/11 and (iii) 53,539 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 \$144.00 to \$144.98. 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.
- (3) This transaction was executed in multiple trades at prices ranging from \$145.02 to \$146.01. 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 \$146.03 to \$146.49. 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

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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 \$147.07 to \$148.01. 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.

(6) Vested in two equal installments on 12/15/03 and 12/15/04.

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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