

BlackRock Inc.  
Form 4  
February 24, 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 \*  
PNC BANCORP INC/

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
222 DELAWARE AVENUE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/31/2010

\_\_\_\_ Director  10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

WILMINGTON, DE 19801

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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
Common Stock					22,082,450	D	
Series D Preferred Stock	01/31/2010		C		3,556,188	D	(1) 0
Series B Preferred Stock	01/31/2010		C		3,556,188	A	(1) 21,428,188
Series C Preferred Stock	02/22/2010		J(2)(3)		23,028	D	(2) (3) 2,866,439



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the share surrender agreement was amended to provide, among other things, that in lieu of the reporting person's obligation to surrender common stock, the reporting person will surrender a like number of shares of Series C Preferred Stock. Pursuant to the share surrender agreement, as amended, the reporting person transferred 23,028 shares of Series C Preferred Stock to the Issuer to fund the LTIP.

- (3) Each share of Series C Preferred Stock that the reporting person then holds that is not the subject of outstanding grants under the LTIP converts automatically into one share of common stock in the event of an acquisition of the issuer by another company or upon certain other specified events. The reporting person does not otherwise have any conversion rights.

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.