

BlackRock Inc.
Form 4
March 12, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
WAGNER SUSAN

(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)
03/10/2010

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Shares of Common Stock (par value \$0.01 per share) | 03/10/2010 | | A | | 8,893 (1) | A | \$ 0 |
| | | | | | 513,703.8 | (2) | D |

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

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SEC 1474
(9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Stock Option (right to buy) | \$ 167.76 | 03/10/2010 | | A | 126,087 | 09/29/2011 02/01/2017 | Common Stock (par value \$0.01 per share) 126,087 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WAGNER SUSAN BLACKROCK, INC. 55 EAST 52ND STREET NEW YORK, NY 10055 | | | Co-Chief Operating Officer | |

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Susan Wagner
03/12/2010

__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).

On January 31, 2007, the reporting person received a 4 year and 8 month long-term award of 8,893 Restricted Stock Units, subject to the achievement of a performance goal and with a vesting date of September 29, 2011. Although the performance goal was met in 2009, the Restricted Stock Units will not vest until September 29, 2011 and remain subject to other conditions until that time. The number of Restricted Stock Units was determined by dividing the approved dollar value of the equity award by \$168.66, which was the 5-day average closing price for January 25, 26, 29, 30 and 31, 2007. The Restricted Stock Units were granted under BlackRock, Inc.'s long-term incentive program which is designed to aid in the retention of senior management and align their interests with long-term shareholder interests.

(2) Includes (i) 2,968 Restricted Stock Units vesting on 1/31/11, (ii) 7,854 Restricted Stock Units vesting in equal installments on 1/31/11 and 1/31/12, (iii) 7,600 shares of Restricted Stock vesting in installments on 1/31/11, 1/31/12 and 1/31/13, (iv) 6,000 shares of Restricted Stock vesting on 1/31/11, (v) 4,001 shares of Restricted Stock vesting on 1/31/12 and (vi) 8,893 Restricted Stock Units vesting on 9/29/11.

(3) On January 31, 2007, the reporting person received a 4 year and 8 month long-term award in the form of options to purchase 126,087 shares of BlackRock, Inc. Common Stock, subject to the achievement of a performance goal and with a vesting date of September 29, 2011. Although the performance goal was met in 2009, the options will not vest until September 29, 2011 and remain subject to other conditions until that time. On September 29, 2011, the options may be exercised at a price of \$167.76 per share. The options were granted

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under BlackRock, Inc.'s long-term incentive program which is designed to aid in the retention of senior management and align their interests with long-term shareholder interests.

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.