

Fairbairn Robert W
 Form 4
 February 02, 2011

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 *
 Fairbairn Robert W

(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)
 01/31/2010

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)

Senior Managing Director

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)	01/31/2010		F		2,400 <u>(1)</u>	D \$ 213.82	83,139 <u>(2)</u> D
Shares of Common Stock (par value \$0.01 per share)	01/31/2011		F		6,806 <u>(1)</u>	D \$ 194.28	76,333 <u>(2)</u> D

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Shares of
Common
Stock (par
value 02/02/2011 S 8,736 D \$
198.9655 67,597 ⁽²⁾
(3) D
\$0.01 per
share)

Shares of
Common
Stock (par
value 02/02/2011 S 1,400 D \$
199.8829 66,197 ⁽²⁾ D
\$0.01 per
share)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				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
Fairbairn Robert W BLACKROCK, INC. 55 EAST 52ND STREET NEW YORK, NY 10055			Senior Managing Director	

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Robert W.
Fairbairn

02/02/2011

__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).

Represents the withholding by BlackRock of Common Stock to satisfy tax obligation on the vesting of the reporting person's Restricted
(1) Stock Units and shares of Restricted Stock granted under the Amended and Restated BlackRock, Inc. 1999 Stock Award and Incentive Plan.

Includes (i) 2,536 Restricted Stock Units vesting on 1/31/12, (ii) 3,886 shares of Restricted Stock vesting in equal installments on 1/31/12 and 1/31/13, (iii) 34,394 Restricted Stock Units vesting on 9/29/11, (iv) 4,001 shares of Restricted Stock vesting on 1/31/12, (v) 8,282
(2) shares of Restricted Stock vesting in installments on 1/31/12, 1/31/13 and 1/31/14 and (vi) 13,098 shares of Restricted Stock vesting on 1/31/14. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock.

This transaction was executed in multiple trades at prices ranging from \$198.5680 to \$199.5254. The price reported represents the
(3) weighted average sale 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 sold at each separate price.

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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