

KAPITO ROBERT  
Form 4  
January 31, 2011

**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

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 \*  
KAPITO ROBERT

(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)  
01/27/2011

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)  
President

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)
Shares of Common Stock (par value \$0.01 per share)	01/27/2011		A	35,229 <sup>(1)</sup>	A \$ 0 359,935.6 <sup>(2)</sup>	D	
Shares of Common Stock (par value \$0.01 per share)	01/27/2011		A	14,969 <sup>(3)</sup>	A \$ 0 374,904.6 <sup>(4)</sup>	D	

Shares of Common Stock (par value \$0.01 per share)	500,000	I	By Trust
Shares of Common Stock (par value \$0.01 per share)	142,340	I	By Robert S. Kapito-Ellen R. Kapito Family Trust

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** SEC 1474 (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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KAPITO ROBERT BLACKROCK INC. 55 EAST 52ND STREET NEW YORK, NY 10055	X		President	

## Signatures

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

01/31/2011

\_\_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).

Shares of Restricted Stock granted under the Amended and Restated BlackRock, Inc. 1999 Stock Award and Incentive Plan (the "Incentive Plan") as part of the reporting person's bonus and approved by the Management Development and Compensation Committee of the Board of Directors for the 2010 fiscal year under the Amended and Restated 1999 Annual Incentive Performance Plan. The number of shares of Restricted Stock was determined by dividing the approved dollar value of the equity award by \$200.405, which was the average of the high and low price per share of Common Stock on January 27, 2011. This formula was approved by the Management Development and Compensation Committee on January 18, 2011. Shares of Restricted Stock vest in installments on 1/31/12, 1/31/13 and 1/31/14.

(1) Includes (i) 10,580 Restricted Stock Units vesting on 1/31/11, (ii) 26,872 Restricted Stock Units vesting in equal installments on 1/31/11 and 1/31/12, (iii) 27,705 shares of Restricted Stock vesting in installments on 1/31/11, 1/31/12 and 1/31/13, (iv) 6,857 shares of Restricted Stock vesting on 1/31/11, (v) 4,572 shares of Restricted Stock vesting on 1/31/12 and (vi) 35,229 shares of Restricted Stock vesting in installments on 1/31/12, 1/31/13 and 1/31/14. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock.

The Reporting Person also received a 3 year grant of shares of Restricted Stock under the Incentive Plan with a vesting date of 1/31/14. The grant was approved by the Management Development and Compensation Committee of the Board of Directors. The number of shares of Restricted Stock was determined by dividing the approved dollar value of the equity award by \$200.405, which was the average of the high and low price per share of Common Stock on January 27, 2011. This formula was approved by the Management Development and Compensation Committee on January 18, 2011.

(3) Includes (i) 10,580 Restricted Stock Units vesting on 1/31/11, (ii) 26,872 Restricted Stock Units vesting in equal installments on 1/31/11 and 1/31/12, (iii) 27,705 shares of Restricted Stock vesting in installments on 1/31/11, 1/31/12 and 1/31/13, (iv) 6,857 shares of Restricted Stock vesting on 1/31/11, (v) 4,572 shares of Restricted Stock vesting on 1/31/12, (vi) 35,229 shares of Restricted Stock vesting in installments on 1/31/12, 1/31/13 and 1/31/14 and (vii) 14,969 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.

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.