

BlackRock Inc.
Form 4
January 27, 2009

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 *
WAGNER SUSAN

(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)
01/23/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

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) | 01/23/2009 | | A | | 11,780 (1) | A | \$ 0 |
| | | | | | 488,317.8 | (2) | D |

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

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(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WAGNER SUSAN BLACKROCK, INC. 40 EAST 52ND STREET NEW YORK, NY 10022 | | | Chief Operating Officer | |

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Susan Wagner 01/27/2009

__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).
- Restricted Stock Units granted under the BlackRock, Inc. 1999 Stock Award and Incentive Plan (the "Incentive Plan") as part of the reporting person's bonus approved by the Management Development and Compensation Committee of the Board of Directors for the 2008 fiscal year under the Amended and Restated 1999 Annual Incentive Performance Plan. The number of Restricted Stock Units was
- (1) determined by dividing the approved dollar value of the equity award by \$107.91, which was the average of the high and low price per share of Common Stock on January 23, 2009. This formula was approved by the Management Development and Compensation Committee on January 16, 2009. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock and vests in installments on 1/31/10, 1/31/11 and 1/31/12.
- (2) Includes (i) 2,284 Restricted Stock Units granted under the Incentive Plan vesting on 1/31/09, (ii) 4,125 Restricted Stock Units vesting in installments on 1/31/09 and 1/31/10, (iii) 8,902 Restricted Stock Units vesting in installments on 1/31/09, 1/31/10 and 1/31/11 and (iv) 11,780 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.

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.