

BlackRock Inc.
Form 4
December 30, 2008

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 *
MERRILL LYNCH & CO INC

(Last) (First) (Middle)

4 WORLD FINANCIAL CENTER

(Street)

NEW YORK, NY 10080

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/26/2008

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)

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	(A) or (D)	Price
Common Stock	12/26/2008		D ⁽¹⁾		49,865,000	D	<u>(1)</u> 2,331,450 <u>(2)</u>
Series A Convertible Participating Preferred Stock	12/26/2008		D ⁽¹⁾		12,604,918	D	<u>(1)</u> 0
Series B Non-Voting Convertible Participating Pref. Stock	12/26/2008		A ⁽¹⁾		62,469,918	A	<u>(1)</u> 62,469,918 <u>(2)</u>

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

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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. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				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
MERRILL LYNCH & CO INC 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080	X	X		
Merrill Lynch Group, Inc. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080	X	X		
MERRILL LYNCH PIERCE FENNER & SMITH INC 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080	X	X		
MERRILL LYNCH BANK & TRUST CO FSB 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080	X	X		

Signatures

Merrill Lynch & Co., Inc. By: Jonathan N. Santelli, Assistant Secretary 12/30/2008
 **Signature of Reporting Person Date

Merrill Lynch Group, Inc. By: Jonathan N. Santelli, Authorized Person 12/30/2008
 **Signature of Reporting Person Date

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Merrill Lynch, Pierce, Fenner & Smith Incorporated By: Jonathan N. Santelli, Assistant Secretary

12/30/2008

__Signature of Reporting Person

Date

Merrill Lynch Bank & Trust Co., FSB By: Jonathan N. Santelli, Authorized Person

12/30/2008

__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).

The disposition of the Common Stock and the Series A Convertible Participating Preferred Stock was effected pursuant to the Exchange Agreement, dated as of December 26, 2008, between Merrill Lynch & Co., Inc. and BlackRock, Inc., and the exercise of rights under Sections 3.5 of the Amended and Restated Stockholder Agreement, dated as of December 26, 2008, between Merrill Lynch & Co., Inc.

(1) and BlackRock, Inc., in exchange in each case for a number of shares of Series B Non-Voting Convertible Participating Preferred Stock, par value \$.01 per share, of BlackRock, Inc. equal to the number of shares of Common Stock and Series A Convertible Participating Preferred Stock, respectively delivered in the transaction. The closing of such transaction is subject to certain non-U.S. regulatory approvals.

(2) Merrill Lynch & Co., Inc. owns the Common Stock and Series B Non-Voting Convertible Participating Preferred Stock indirectly through its wholly-owned subsidiaries, Merrill Lynch Group, Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, and Merrill Lynch Bank & Trust Co., FSB. Up to 774 shares of Common Stock are held in discretionary client accounts as to which Merrill Lynch & Co., Inc. may be deemed not to have a pecuniary interest.

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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