

Al-Hamad Abdlatif Yousef
 Form 4
 April 03, 2012

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 *
 Al-Hamad Abdlatif Yousef

(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)
 03/30/2012

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 Ownership (Instr. 4) | |
|----------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|---|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Shares of Common Stock (par value \$0.01per share) | 03/30/2012 | | A | | 83 ⁽¹⁾ | A | \$ 0 ⁽¹⁾ 2,924 | D |
| Shares of Common Stock (par value \$0.01per share) | 03/30/2012 | | A | | 488 ⁽²⁾ | A | \$ 0 ⁽²⁾ 3,412 | D |

Shares of
Common
Stock (par
value 03/30/2012 F 231 ⁽³⁾ D \$ 204.9 3,181 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 Owned Following Reporting Transaction (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 |
| Al-Hamad Abdlatif Yousef BLACKROCK, INC. 55 EAST 52ND STREET NEW YORK, NY 10055 | | X | | |

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Abdlatif Yousef
Al-Hamad

04/03/2012

__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).
- (1) Common Stock granted to Nonemployee Directors under the BlackRock, Inc. 1999 Stock Award and Incentive Plan (the "Plan"), based on \$204.90 per share which was the closing price of the stock on March 30, 2012.
Restricted Stock Units granted to Nonemployee Directors under the Plan, based on \$204.90 per share which was the closing price per share of the Common Stock on March 30, 2012. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock, is immediately vested and will not be settled until the earlier of 3 years from grant or departure from the Board of Directors.
- (2) Represents the withholding by BlackRock of Restricted Stock Units to satisfy tax obligation on the vesting of the reporting person's Restricted Stock Units granted under the Plan.
- (3) Restricted Stock Units granted under the Plan.

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.