

# 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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person <b>BANK OF AMERICA CORP /DE/</b>			2. Issuer Name and Ticker or Trading Symbol <b>BlackRock Inc. [BLK]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last) <b>BANK OF AMERICA CORPORATE CENTER, 100 N TRYON ST</b>	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>11/15/2010</b>					
(Street) <b>CHARLOTTE, NC 28255</b>			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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	11/15/2010		S		2,330,082 (3)	D	\$ 163	593 (5) (6)	I	By Subsidiary (1) (7) (8) (9)

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

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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 Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series B Convertible Participating Preferred Stock	(2)	11/15/2010		S		41,245,676 (3)		(2)	(2)	Common Stock	41,245,676	\$ 163	21,224,242 (5)	I	See Footnotes. (1) (7) (8) (9)
Call Option (obligation to sell)	\$ 163	11/15/2010		S		5,207,376 (3)		11/08/2010	12/08/2010	Common Stock	5,207,376	\$ 0	5,207,376 (5)	I	See Footnotes. (1) (7) (8) (9)
Call Option (obligation to sell)	\$ 163	11/15/2010		X		5,207,376 (3)		11/08/2010	12/08/2010	Common Stock	5,207,376	\$ 0	0 (5)	I	See Footnotes. (1) (7) (8) (9)
Series B Convertible Participating Preferred Stock	(2)	11/15/2010		X		5,207,376 (3)		(2)	(2)	Common Stock	5,207,376	\$ 163	16,016,866 (5)	I	See Footnotes. (1) (7) (8) (9)
Series B Convertible Participating Preferred Stock	(2)	11/15/2010		S		2,453,988 (4)		(2)	(2)	Common Stock	2,453,988	\$ 163	13,562,878 (5)	I	See Footnotes. (1) (7) (8) (9)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

BANK OF AMERICA CORP /DE/ BANK OF AMERICA CORPORATE CENTER 100 N TRYON ST CHARLOTTE, NC 28255	X			
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## Signatures

/s/ Joanne P. Tsung	11/15/2010
<small>Signature of Reporting Person</small>	<small>Date</small>

## 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) This Form 4 is being filed by Bank of America Corporation ("BAC"), a Delaware corporation and bank holding company registered under the Bank Holding Company Act of 1956, on behalf of its subsidiaries.
- (2) BAC's Series B Convertible Participating Preferred Stock automatically converts into Common Stock upon transfer to a third party. The Series B Convertible Participating Preferred Stock converts into Common Stock on a 1-for-1 basis and has no expiration date.
- (3) Transaction executed pursuant to the Underwriting Agreement, by and between the Issuer, Merrill Lynch Group, Inc. ("ML Group"), PNC Bancorp, Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS"), and Morgan Stanley & Co. Incorporated, dated as of November 8, 2010.
- (4) Transaction executed pursuant to a direct offering to an institutional investor, as previously disclosed in a Form 424B3 filed November 10, 2010 by the Issuer.
- (5) In connection with this transaction, BAC has agreed to voluntarily remit appropriate profits, if any, to the Issuer. BAC disclaims that such transaction is subject to reporting under Section 16(a) or disgorgement under Section 16(b), and this report shall not be deemed an admission that those sections apply to such transaction.
- (6) Excludes one share of Common Stock erroneously reported on BAC's previous Form 4 filings for the Issuer.
- (7) Each of BAC, Merrill Lynch & Co., Inc. ("ML&Co."), MLPFS and ML Group (collectively the "Reporting Persons") disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein.
- (8) BAC owns the Series B Convertible Participating Preferred Stock indirectly through its wholly owned subsidiary, ML Group. BAC owns the Common Stock indirectly through its wholly owned subsidiaries, ML Group and MLPFS.
- (9) Pursuant to the Third Amended and Restated Stockholder Agreement dated as of November 15, 2010, as may be amended from time to time, between ML&Co., ML Group and the Issuer, ML&Co. has the right to designate a member to the board of directors of the Issuer. Each of the Reporting Persons other than ML&Co. disclaims its possible status as director of the Issuer.

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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