

# 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 checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last) <b>100 N TRYON STREET</b>	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/22/2011</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	02/22/2011		P		85 (2)	A	\$ 198.91	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	02/28/2011		S		85 (2)	D	\$ 203.85	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	03/03/2011		P		75 (2)	A	\$ 205.07	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	03/03/2011		P		195 (2)	A	\$ 205.0176	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	03/04/2011		S		195 (2)	D	\$ 202.22	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	03/04/2011		S		75 (2)	D	\$ 202.33	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	03/08/2011		S		3,000 (2)	D	\$ 198.7743	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	03/08/2011		P		3,000 (2)	A	\$ 198.3345	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	03/09/2011		P		3,000 (2)	A	\$ 197.76	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	03/10/2011		P		25 (2)	A	\$ 189.93	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)

Common Stock	03/11/2011		S	3,000 (2)	D	\$ 189	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	03/11/2011		S	25 (2)	D	\$ 189.80	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	03/16/2011		P	22 (2)	A	\$ 182	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	03/16/2011		P	50 (2)	A	\$ 182.07	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	03/18/2011		S	22 (2)	D	\$ 184.87	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	03/21/2011		S	50 (2)	D	\$ 185.94	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	03/23/2011		P	100 (2)	A	\$ 184	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	03/24/2011		S	100 (2)	D	\$ 185.03	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	03/24/2011		P	16 (2)	A	\$ 185.6113	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	03/29/2011		P	10 (2)	A	\$ 185.91	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	04/01/2011		S	10 (2)	D	\$ 203.88	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	04/04/2011		S	4 (2)	D	\$ 201.09	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	04/04/2011		S	12 (2)	D	\$ 201.06	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	04/08/2011		P	200 (2)	A	\$ 196.4668	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	04/13/2011		S	200 (2)	D	\$ 194.7428	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	04/18/2011		P	25 (2)	A	\$ 189.95	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)

Common Stock	04/20/2011		P	1,700 (2)	A	\$ 194.1309	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	04/20/2011		S	1,700 (2)	D	\$ 194.1309	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)
Common Stock	04/25/2011		S	25 (2)	D	\$ 196.34	586 (3) (4)	I	By Subsidiary (1) (5) (6) (7)

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)				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	(4)							(4)	(4)	Common Stock	(4)		13,562,878	I	See Footnotes (1) (5) (6) (7)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BANK OF AMERICA CORP /DE/ 100 N TRYON STREET CHARLOTTE, NC 28255	X			

## Signatures

/s/ Beth Dorfman, Authorized Signatory for Bank of America	06/06/2011
	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) 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) Transaction executed by the error correction section of Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS"), a broker-dealer and subsidiary of BAC, to correct errors made in connection with agency brokerage trades made on behalf of clients of MLPFS.
- (3) 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.  
In addition to the shares of Common Stock reported herein, as of the date of this transaction BAC was also the beneficial owner of 13,562,878 shares of Series B Convertible
- (4) Participating Preferred Stock (the "Series B Preferred Stock"), as reported in Table II. The Series B Preferred Stock automatically converts into Common Stock on a 1-for-1 basis upon transfer to a third party and has no expiration date. As reported on a Form 4 filed on May 23, 2011, BAC is no longer the beneficial owner of any shares of the Series B Preferred Stock.

- Each of BAC, Merrill Lynch & Co., Inc. ("ML&Co."), MLPFS and Merrill Lynch Group, Inc. ("ML Group", and collectively the "Reporting Persons") disclaims beneficial ownership of
- (5) these securities, except to the extent of its pecuniary interest therein. As reported on a Form 4 filed on May 23, 2011, BAC is no longer the beneficial owner of any shares of the Series B Preferred Stock.
  - (6) BAC owns the Common Stock indirectly through its wholly owned subsidiary MLPFS. As of the date of this transaction, BAC owned the Series B Preferred Stock indirectly through its wholly owned subsidiary, ML Group. As reported on a Form 4 filed on May 23, 2011, BAC is no longer the beneficial owner of any shares of the Series B Preferred Stock.  
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, once ML&Co. and its affiliates have beneficially owned less than five percent of the Issuer's capital stock for a period of 90 days, ML&Co.'s designee to the Issuer's board of
  - (7) directors is required to resign. As reported on a Form 4 filed on May 23, 2011, the Issuer has waived this requirement to allow ML&Co.'s designee to continue to serve as a member of the Issuer's board of directors, subject to future review by the Issuer's board of directors. 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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