### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPR	OVAL
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per response	0.5

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 R	esponses)													
1. Name and Address of Reporting Person* BANK OF AMERICA CORP /DE/			2. Issuer Name and Ticker or Trading Symbol BlackRock Inc. [BLK]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
100 N TRYC	ON ST	(First)		3. Date of Earliest Transaction (Month/Day/Year) 05/19/2011			_	Officer (give title below) Other (specify below)						
(Street) CHARLOTTE, NC 28255				4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line)  X. Form filed by One Reporting Person  Form filed by More than One Reporting Person				
(City)		(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Securi (Instr. 3)	ity		2. Transaction Date (Month/Day/Year	r) any		a. Transac Code (Instr. 8)	(A (In	Securities Acç o or Disposed str. 3, 4 and 5	of (D) Ov (Ir	Amount of Secu wned Following astr. 3 and 4)		ransaction(s)	Ownership of Form:	Beneficial Ownership
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned														
				1		ls, warrants, op						1	T	
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	(Month/Day/Year)		f Transaction Code Secu (Instr. 8) Acq		Number of rivative curities quired (A) or sposed of (D) str. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Derivative Security	9. Number of Derivative Securities Beneficially Owned Following	Form of Derivative Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V (A	(D)	Date Exercisab	Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	
Series B Convertible Participating Preferred	(2)	05/19/2011		D		13,562,878	(2)	(2)	Common Stock	13,562,878	\$ 187.65	0	I	See Footnotes. (1) (4) (5)

## **Reporting Owners**

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

## **Signatures**

/s/ Lauren A. Mogensen, Senior Vice President and Corporate Secretary	05/23/2011
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) 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 (the "Series B Preferred Stock") automatically converts into Common Stock upon transfer to a third party. The Series B Preferred Stock converts into Common Stock on a 1-for-1 basis and has no expiration date.
- (3) Transaction executed pursuant to the Stock Repurchase Agreement, by and among the Issuer, Merrill Lynch & Co., Inc ("ML&Co.") and Merrill Lynch Group, Inc. ("ML Group"), dated as of May 19, 2011 (the "Stock Repurchase Agreement").
- (4) Each of BAC, 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.
- (5) BAC owned the Series B Preferred Stock indirectly through its wholly owned subsidiary, ML Group.

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 directors is required to resign.

Pursuant to the Stock Repurchase Agreement, 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.

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.