

BlackRock Inc.  
Form 4  
January 26, 2012

**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, 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 \*  
BARCLAYS BANK PLC /ENG/

(Last) (First) (Middle)

1 CHURCHILL PLACE

(Street)

LONDON, X0 E14 5HP

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
01/24/2012

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 Indirect or Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock, par value \$0.01 per share(the Common Stock) <sup>(1)</sup>	01/24/2012		J <sup>(2)</sup>	380 <sup>(3)</sup> A \$ 189.75	3,031,651	I	By Subsidiary <sup>(4) (5)</sup>

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

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SEC 1474 (9-02)

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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 Owned Following Reporting Transaction (Instr. 6)
				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
BARCLAYS BANK PLC /ENG/ 1 CHURCHILL PLACE LONDON, X0 E14 5HP	X			

## Signatures

/s/ Richard Konefal 01/26/2012

\*\*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).
- Pursuant to the Stockholder Agreement, dated as of December 1, 2009, as amended from time to time, among Barclays Bank PLC, a public company organized under the laws of England and Wales (the "Reporting Person"), Barclays BR Holdings S.a r.l., a societe a responsabilite limitee organized under the laws of Luxembourg ("BR Holdings"), Lapis (Gers Investments) LP, a Delaware limited partnership ("Lapis"), and BlackRock, Inc. (the "Issuer"), the Reporting Person has the right to designate, and has designated, two members to the board of directors of the Issuer. The Reporting Person and its subsidiaries disclaims its possible status as director of the Issuer by deputization.
- (1) Pursuant to the Stockholder Agreement, dated as of December 1, 2009, as amended from time to time, among Barclays Bank PLC, a public company organized under the laws of England and Wales (the "Reporting Person"), Barclays BR Holdings S.a r.l., a societe a responsabilite limitee organized under the laws of Luxembourg ("BR Holdings"), Lapis (Gers Investments) LP, a Delaware limited partnership ("Lapis"), and BlackRock, Inc. (the "Issuer"), the Reporting Person has the right to designate, and has designated, two members to the board of directors of the Issuer. The Reporting Person and its subsidiaries disclaims its possible status as director of the Issuer by deputization.
  - (2) This transaction reflects a transaction executed by a wholly-owned subsidiary of the Reporting Person in the ordinary course of market making in ETFs.
  - (3) The Reporting Person disclaims any pecuniary interest in these securities. The Reporting Person disclaims that the transaction reported on this Form is subject to reporting under Section 16(a) and this report shall not be deemed an admission that such section applies to this transaction.
  - (4) This Form 4 is being filed by the Reporting Person, which owns shares of the Common Stock and shares of the Series B Convertible Participating Preferred Stock, par value \$0.01 per share, indirectly through its wholly-owned subsidiaries BR Holdings and Lapis.
  - (5) The Reporting Person disclaims beneficial ownership of the Common Stock.

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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