

BlackRock Inc.
Form 4
September 21, 2011

FORM 4

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

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

OMB APPROVAL

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(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)

09/20/2011

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 Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share(the Common Stock) ⁽¹⁾	09/20/2011		J ⁽²⁾	100 ⁽³⁾ A \$ 157.9	3,031,651	I	By Subsidiary ⁽⁴⁾
Common Stock ⁽¹⁾	09/21/2011		J ⁽²⁾	35 ⁽³⁾ A \$ 154.27	3,031,651	I	By Subsidiary ⁽⁴⁾

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

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SEC 1474
(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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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 09/21/2011

__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) 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)

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The Reporting Person disclaims any pecuniary interest in these securities. However, in connection with the transactions reported on this form, the Reporting Person has agreed to voluntarily remit appropriate profits, if any, to the Issuer. The Reporting Person disclaims that the transactions reported on this Form are 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 these transactions.

- (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.

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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