



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

DIVISION OF  
CORPORATION FINANCE

February 8, 2013

Via E-mail

Ann Marie Petach  
Senior Managing Director and Chief Financial Officer  
BlackRock, Inc.  
55 East 52<sup>nd</sup> Street  
New York, NY 10055

**Re: BlackRock, Inc.  
Form 10-K for Fiscal Year Ended December 31, 2011  
Filed February 28, 2012  
File No. 001-33099**

Dear Ms. Petach:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Michael Seaman for

Suzanne Hayes  
Assistant Director