

BlackRock Inc.
Form 4
January 21, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
FINK LAURENCE

(Last) (First) (Middle)

**BLACKROCK, INC., 55 EAST
52ND STREET**

(Street)

NEW YORK, NY 10055

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/19/2016

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)
Chairman and CEO

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 Ownership Indirect Beneficial (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Shares Of Common Stock (par Value \$0.01 Per Share) | 01/19/2016 | | A | 13,828 (1) | A \$ 0 (2) | D | |

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 Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FINK LAURENCE BLACKROCK, INC. 55 EAST 52ND STREET NEW YORK, NY 10055 | X | | Chairman and CEO | |

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Laurence Fink 01/21/2016

__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) Reflects an award value of \$4,095,000 converted to a number of shares of Restricted Stock by dividing the approved award value by \$296.120, which was the average of the high and low price per share of Common Stock on January 19, 2016. This grant was approved by the Management Development and Compensation Committee on January 13, 2016. Shares of Restricted Stock vest in equal installments on 1/31/17, 1/31/18 and 1/31/19.
- (2) Includes 1,326 shares of Common Stock held in the BlackRock, Inc. Employee Retirement Savings Plan. Also includes (i) 10,962 Restricted Stock Units vesting on 1/31/16, (ii) 18,596 Restricted Stock Units vesting in equal installments on 1/31/16 and 1/31/17, (iii) 11,618 shares of Restricted Stock vesting in equal installments on 1/31/16, 1/31/17 and 1/31/18, (iv) 13,828 shares of Restricted Stock vesting in equal installments on 1/31/17, 1/31/18 and 1/31/19, (v) 32,766 Restricted Stock Units awarded on 1/20/12 that will vest in whole or in part only on the satisfaction of one or more previously-disclosed Common Stock price targets, but which may not vest before 1/31/16 and will expire on 1/31/18 to the extent not then vested, (vi) 37,472 Restricted Stock Units awarded on 1/18/13 that will vest in whole or in part only on the satisfaction of one or more previously-disclosed Common Stock price targets, but which may not vest before 1/31/17 and will expire on 1/31/19 to the extent not then vested and (vii) 24,322 Restricted Stock Units awarded on 1/17/14 that will vest in whole or in part only on the satisfaction of one or more previously-disclosed Common Stock price targets, but which may not vest before 1/31/18 and will expire on 1/31/20 to the extent not then vested. Each share of Restricted Stock or Restricted Stock Unit is payable solely by

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delivery of an equal number of shares of 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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