

KAPITO ROBERT  
Form 4  
February 02, 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 \*  
KAPITO ROBERT

(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)  
01/31/2012

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)  
President

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Shares of Common Stock (par value \$0.01 per share)	02/10/2011		G <sup>(1)</sup>	V	240,855 <sup>(2)</sup>	D	\$ 0	473,107 <sup>(3)</sup>	I	By Grantor Retained Annuity Trusts
Shares of Common Stock (par value \$0.01 per share)	11/28/2011		G <sup>(1)</sup>	V	196,991 <sup>(4)</sup>	D	\$ 0	192,750.6 <sup>(5)</sup>	D	

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Shares of Common Stock (par value \$0.01 per share)	11/28/2011	G <sup>(1)</sup> V	<u>37,771</u> (6)	D	\$ 0	<u>154,979.6</u> (5)	D
Shares of Common Stock (par value \$0.01 per share)	01/31/2012	F	<u>19,097</u> (7)	D	\$ 183.22	<u>135,882.6</u> (5)	D
Shares of Common Stock (par value \$0.01 per share)	02/01/2012	M	87,500	A	\$ 37.36	<u>223,382.6</u> (5)	D
Shares of Common Stock (par value \$0.01 per share)	02/01/2012	S	77,082	D	\$ <u>183.3044</u> (8)	<u>146,300.6</u> (5)	D
Shares of Common Stock (par value \$0.01 per share)	02/01/2012	S	10,418	D	\$ <u>183.8998</u> (9)	<u>135,882.6</u> (5)	D
Shares of Common Stock (par value \$0.01 per share)	02/02/2012	M	87,500	A	\$ 37.36	<u>223,382.6</u> (5)	D
Shares of Common Stock (par value \$0.01 per share)	02/02/2012	S	75,380	D	\$ <u>183.1777</u> (10)	<u>148,002.6</u> (5)	D
Shares of Common Stock (par value \$0.01 per	02/02/2012	S	12,120	D	\$ <u>183.8316</u> (11)	<u>135,882.6</u> (5)	D

share)

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 37.36	02/01/2012		M	87,500	12/31/2006 10/15/2012	Shares of Common Stock (par value \$0.01 per share) 87,500
Employee Stock Option (right to buy)	\$ 37.36	02/02/2012		M	87,500	12/31/2006 10/15/2012	Shares of Common Stock (par value \$0.01 per share) 87,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KAPITO ROBERT BLACKROCK INC. 55 EAST 52ND STREET NEW YORK, NY 10055	X		President	

## Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Robert Kapito 02/02/2012

\*\*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).
- (1) Transaction conducted for estate planning purposes.
- (2) Represents transfer to the reporting person's Goldman 2008 Trust, for the benefit of family.  
Reflects total indirect holdings in grantor retained annuity trusts (the "GRATs") as of February 2, 2012, which holdings give effect to transfers from the reporting person's direct holdings to the GRATs and from the GRATs to the reporting person's direct holdings, including the May 5, 2008 transfer of 500,000 shares of common stock ("Shares") from direct holdings to the GRATs, the February 26, 2010 transfer of 150,000 Shares from direct holdings to the GRATs, the February 9, 2011 transfer of 158,047 Shares from the GRATs to direct holdings, the February 25, 2011 transfer of 49,810 Shares from the GRATs to direct holdings, the April 27, 2011 transfer of 75,172 Shares from the GRATs to direct holdings, the April 29, 2011 transfer of 150,000 Shares from direct holdings to the GRATs and the November 28, 2011 transfer of 196,991 Shares from direct holdings to the GRATs.
- (3) Represents transfer to a grantor retained annuity trust, as described in footnote 3.  
Includes (i) 9,235 shares of Restricted Stock vesting on 1/31/13, (ii) 23,486 shares of Restricted Stock vesting in equal installments on 1/31/13 and 1/31/14, (iii) 14,969 shares of Restricted Stock vesting on 1/31/14, (iv) 28,713 Restricted Stock Units vesting in installments on 1/31/13, 1/31/14 and 1/31/15 and (v) 26,213 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. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock.
- (4) Represents transfer to the reporting person's 2010 Family Trust Account, for the benefit of family.  
Represents the withholding by BlackRock of Common Stock to satisfy tax obligation on the vesting of the reporting person's Restricted Stock Units and shares of Restricted Stock granted under the Amended and Restated BlackRock, Inc. 1999 Stock Award and Incentive Plan.
- (5) This transaction was executed in multiple trades at prices ranging from \$182.73 to \$183.72. The price reported represents the weighted average sale price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.
- (6) This transaction was executed in multiple trades at prices ranging from \$183.73 to \$184.34. The price reported represents the weighted average sale price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.
- (7) This transaction was executed in multiple trades at prices ranging from \$182.59 to \$183.58. The price reported represents the weighted average sale price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.
- (8) This transaction was executed in multiple trades at prices ranging from \$183.59 to \$184.33. The price reported represents the weighted average sale price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.
- (9) average sale price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.
- (10) average sale price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.
- (11) average sale price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.

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.