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BlackRock In	с.											
Form 4												
January 05, 20	015											
FORM	4								PPROVAL			
<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549							OMB Number:	3235-0287				
Check this						Expires:	January 31,					
if no longer subject to STATEMENT OF CHANG				BENEFI ITIES	CIA	LOW	NERSHIP OF	Estimated				
Section 16 Form 4 or			BLCCK	11125			burden hours per response 0.5					
Form 5	Filed pur	suant to Secti	on 16(a) of the	e Securiti	es Ez	xchans	ge Act of 1934,	16300136	0.0			
obligation	<sup>8</sup> Section $176$						f 1935 or Sectio	n				
may contin See Instruc	nue.		ne Investment									
1(b).												
(Print or Type Re	esponses)											
				Ticker or 7	Fradin	g	5. Relationship of Reporting Person(s) to Issuer					
MILLS CITE	ibol ali Daali Ina II					155001						
				kRock Inc. [BLK]				(Check all applicable)				
(Last) (First) (Middle) 3. Date of				ansaction								
			nth/Day/Year) 31/2014				X_ Director 10% Owner Officer (give title Other (specify					
55 EAST 52ND STREET 12/31/			5172014	1/2014				below) below)				
(Street) 4. If Am			f Amendment, Date Original				6. Individual or Joint/Group Filing(Check					
	d(Month/Day/Year)	onth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person						
NEW VODV	NV 10055							More than One Reporting Po				
NEW YORK	., N I 10033						Person					
(City)	(State)	(Zip)	Table I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned			
1.Title of	2. Transaction Dat		3.	4. Securi			5. Amount of	1	7. Nature of			
Security (Month/Day/Year) Execution Da (Instr. 3) any			Date, if TransactionAcquired (A) or Code Disposed of (D)				Securities Beneficially	Form: Direct (D) or	Indirect Beneficial			
(Month/Day/Year)			· · ·				Owned	Indirect (I)	Ownership			
							Following	(Instr. 4)	(Instr. 4)			
					(A)		Reported Transaction(s)					
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)					
Common						\$ 0						
Stock	12/31/2014		А	18 <u>(1)</u>	А	(1)	622	D				

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

## Edgar Filing: BlackRock Inc. - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.		6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumb	ber	Expiration Da	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of		(Month/Day/	Year)	Under	rlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Deriva	ative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securi	ities			(Instr.	. 3 and 4)		Owne
	Security				Acqui	ired						Follo
	2				(A) or							Repo
					Dispo							Trans
					of (D)							(Instr
					(Instr.							
					4, and 5)							
					<i>,</i>							
				Code V	(A) (	(D)	Date	Expiration	Title	Amount		
							Exercisable	Date		or		
										Number		
										of		
										Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
MILLS CHERYL D 55 EAST 52ND STREET NEW YORK, NY 10055	Х								
Signatures									

/s/ Daniel R. Waltcher as Attorney-in-Fact for Cheryl D. Mills

\*\*Signature of Reporting Person

Date

01/05/2015

## **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) Common Stock granted to Nonemployee Directors under the Amended and Restated BlackRock, Inc. 1999 Stock Award and Incentive Plan (the "Plan"), based on \$357.56 per share which was the closing price of the stock on December 31, 2014.

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.