BlackRock Inc. Form 4 February 03, 2015

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

burden hours per

Estimated average response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue. 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

See Instruction 1(b).

Share)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

HALLAC CHARLES			Symbol BlackRock Inc. [BLK]				Issuer		
(Last) (First) (Middle)  BLACKROCK, INC., 55 EAST 52ND STREET			3. Date of Earliest Transaction (Month/Day/Year) 01/31/2015				(Check all applicable)  Director 10% OwnerX_ Officer (give title Other (specify below)  Co-President		
NEW YOR	(Street)		Amendment, D (Month/Day/Yea	_	al		6. Individual or Join Applicable Line) _X_ Form filed by Or Form filed by Mo Person	ne Reporting Pe	rson
(City)	(State)	(Zip)	Гable I - Non-	Derivativ	e Secu	ırities Acq	uired, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	e 2A. Deemed	3. if Transactio	4. Securi or(A) or D (Instr. 3,	ties A ispose	cquired d of (D)	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)
Shares Of Common Stock (par Value \$0.01 Per Share)	01/31/2015		F	5,725 (1)	D	\$ 340.51	552,336.3828 (2)	D	
Shares Of Common Stock (par Value \$0.01 Per							36,847	I	By Family Trust

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Shares Of Common Stock (par Value \$0.01 Per Share)	682	I	By Family Trust
Shares Of Common Stock (par Value \$0.01 Per Share)	16,255	I	By Family Trust
Shares Of Common Stock (par Value \$0.01 Per Share)	16,255	I	By Family Trust
Shares Of Common Stock (par Value \$0.01 Per Share)	16,255	I	By Family Trust
Shares Of Common Stock (par Value \$0.01 Per Share)	58,704	I	By Family Trust

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.

SEC 1474

(9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exercisable and Expiration Date	7. Title and Amount of	8. Price of Derivative
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)
	Derivative				Securities	3	(Instr. 3 and 4)	
	Security				Acquired			
					(A) or			
					Disposed			
					of (D)			
					(Instr. 3,			

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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4, and 5)

Date Expiration Or Number Of Shares

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HALLAC CHARLES BLACKROCK, INC. 55 EAST 52ND STREET NEW YORK, NY 10055

Co-President

## **Signatures**

/s/ Daniel R. Waltcher as Attorney-in-Fact for Charles Hallac

02/03/2015

\*\*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) Represents the withholding by BlackRock of Common Stock to satisfy tax obligation on the vesting of the reporting person's Restricted Stock Units granted under the Amended and Restated BlackRock, Inc. 1999 Stock Award and Incentive Plan.
  - Includes (i) 3,815 Restricted Stock Units vesting on 1/31/16, (ii) 7,031 Restricted Stock Units vesting in installments on 1/31/16 and 1/31/17, (iii) 9,669 Restricted Stock Units vesting in installments on 1/31/16, 1/31/17 and 1/31/18, (iv) 19,659 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, (v) 21,694 Restricted Stock Units
- (2) 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 (vi) 14,081 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 Restricted Stock Unit is payable solely by 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. 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.

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