Smith Jeff A Form 4 January 23, 2013

#### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**OMB APPROVAL** 

3235-0287

January 31,

2005

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**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Senior Managing Director

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting

(D) or

Form: Direct

Indirect (I)

(Instr. 4)

below)

10% Owner

6. Ownership 7. Nature of

Indirect

Beneficial

Ownership

(Instr. 4)

Other (specify

Estimated average

burden hours per

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

obligations

#### 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

may continue. See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading Smith Jeff A Symbol

(Middle)

BlackRock Inc. [BLK]

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

01/18/2013

52ND STREET

(First)

BLACKROCK, INC., 55 EAST

NEW YORK, NY 10055

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person

Person

(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or (Instr. 3) Code Disposed of (D) (Month/Day/Year) (Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount

Following Reported (A) Transaction(s) or (Instr. 3 and 4) (D) Price

Issuer

below)

5. Amount of

Securities

Owned

Beneficially

Director

X\_ Officer (give title

Shares Of Common

3,116 27,999 (2) Stock (par 01/18/2013 D (1) Value \$0.01

Per Share) Shares Of

Value \$0.01 Per Share)

Common Stock (par

01/18/2013

7,888 Α (3)(4)

35,887 <sup>(5)</sup> 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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9.
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Da	Date Amou		ınt of	Derivative	De
	Security	or Exercise		any	Code	of	` '		Underlying Securities (Instr. 3 and 4)		Security	Se
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative					(Instr. 5)	Ве
		Derivative				Securities Acquired						O
		Security										Fo
					(A) or							Re
						Disposed						Tr
						of (D)						(It
					(Instr. 3,							
						4, and 5)						
										Amount		
							Date		or Title Nur of	Amount		
							Exercisable			Number		
					C-J- V	(A) (D)						
					Code V	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Smith Jeff A BLACKROCK, INC. 55 EAST 52ND STREET NEW YORK, NY 10055

Senior Managing Director

### **Signatures**

/s/ Daniel R. Waltcher as Attorney-in-Fact for Jeff A. Smith

01/23/2013

Date

\*\*Signature of Reporting Person

### **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).
  - Reflects an award value of \$725,000 converted to a number of Restricted Stock Units by dividing the approved award value by \$232.63,
- which was the average of the high and low price per share of Common Stock on January 18, 2013. This grant was approved by the Management Development and Compensation Committee on January 15, 2013. Restricted Stock Units vest in installments with 33% vesting on 1/31/14, 33% vesting on 1/31/15 and 34% vesting on 1/31/16.
- (2) Includes (i) 274 shares of Restricted Stock vesting on 1/31/13, (ii) 6,857 Restricted Stock Units vesting in installments on 1/31/13 and 1/31/14, (iii) 2,412 shares of Restricted Stock vesting in equal installments on 1/31/13 and 1/31/14, (iv) 3,742 shares of Restricted Stock vesting on 1/31/14, (v) 3,347 Restricted Stock Units vesting in installments on 1/31/13, 1/31/14 and 1/31/15, (vi) 3,116 Restricted Stock Units vesting in installments on 1/31/14, 1/31/15 and 1/31/16 and (vii) 6,553 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

Reporting Owners 2

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number of shares of Common Stock.

- Reflects an award value of \$1,000,000 converted to a number of Restricted Stock Units using a \$126.76 per unit value. The per unit value used for conversion represents a discount to the full value of a share of BlackRock stock on the grant date to account for the performance requirements and the risk of the award not vesting if certain performance requirements are not met. This grant was approved by the
- (3) Management Development and Compensation Committee on January 15, 2013. This award of 7,888 Restricted Stock Units will vest and be eligible for payment in respect of (A) 33% of the award if the price of a share of Common Stock is at least \$267.525 for at least 20 consecutive trading days, (B) 33% of the award if the price of a share of Common Stock is at least \$290.788 for at least 20 consecutive trading days and
  - [Footnote 3 cont.] (C) 34% of the award if the price of a share of Common Stock is at least \$314.051 for at least 20 consecutive trading days; provided that, such vesting and eligibility for payment shall occur only if the price of a share of Common Stock on any Vesting Date which occurs subsequent to satisfaction of a condition described in clauses (A), (B) or (C) is at least \$267.525, where "Vesting
- Date which occurs subsequent to satisfaction of a condition described in clauses (A), (B) of (C) is at least \$267.325, where vesting Date" shall mean any of January 31, 2017, January 31, 2018 and January 31, 2019. Accordingly, no portion of this award may vest and be eligible for payment before January 31, 2017 and any portion of this award that has not become vested and eligible for payment, based on the above performance requirements, on or before January 31, 2019 shall on such date expire and be cancelled.
  - Includes (i) 274 shares of Restricted Stock vesting on 1/31/13, (ii) 6,857 Restricted Stock Units vesting in installments on 1/31/13 and 1/31/14, (iii) 2,412 shares of Restricted Stock vesting in equal installments on 1/31/13 and 1/31/14, (iv) 3,742 shares of Restricted Stock vesting on 1/31/14, (v) 3,347 Restricted Stock Units vesting in installments on 1/31/13, 1/31/14 and 1/31/15, (vi) 3,116 Restricted Stock Units vesting in installments on 1/31/14, 1/31/15 and 1/31/16, (vii) 6,553 Restricted Stock Units awarded on 1/20/12 that will vest in
- (5) 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 and (viii) 7,888 Restricted Stock Units awarded on 1/18/13 that will vest in whole or in part only on the satisfaction of one or more Common Stock price targets as reflected in notes 3 and 4 above, but which may not vest before 1/31/17 and will expire on 1/31/19 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.