BlackRock Inc. Form 4 January 21, 2015

FORM 4

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

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)

(Last)

(City)

1. Name and Address of Reporting Person * McCombe Mark

(Middle)

(First)

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

(Street)

(State)

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

3. Date of Earliest Transaction

(Month/Day/Year) 01/16/2015

4. If Amendment, Date Original

3.

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

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response...

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OMB APPROVAL

3235-0287

January 31,

2005

0.5

Director 10% Owner X_ Officer (give title Other (specify below) below)

Senior Managing Director

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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

NEW YORK, NY 10055

1.Title of	2. Transaction Date	2A Dagmad
1.11116 01	2. Hallsaction Date	ZA. Decilieu
Security	(Month/Day/Year)	Execution Date, i
(Instr. 3)		any
		(Month/Day/Year

(Zip)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities

5. Amount of Securities Beneficially Owned Following Reported

Form: Direct (D) or Indirect (I) (Instr. 4)

6. Ownership 7. Nature of Indirect Beneficial Ownership (Instr. 4)

(9-02)

Transaction(s) (Instr. 3 and 4)

Shares Of Common

Per Share)

Stock (par 01/16/2015 Value \$0.01

3,635 (1)

Code V Amount

(A)

or

(D)

36,999 (2)

Price

D

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

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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	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Date	Title	Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

McCombe Mark BLACKROCK, INC. 55 EAST 52ND STREET NEW YORK, NY 10055

Senior Managing Director

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Mark McCombe

01/20/2015

**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).
- Reflects an award value of \$1,250,000 converted to a number of Restricted Stock Units by dividing the approved award value by \$343.855, which was the average of the high and low price per share of Common Stock on January 16, 2015. This grant was approved by the Management Development and Compensation Committee on January 13, 2015. Restricted Stock Units vest in installments with 33% vesting on 1/31/16, 33% vesting on 1/31/17 and 34% vesting on 1/31/18.
 - Includes (i) 590 Restricted Stock Units vesting on 1/31/15, (ii) 2,294 Restricted Stock Units vesting in installments on 1/31/15 and 1/31/16, (iii) 3,369 Restricted Stock Units vesting in installments on 1/31/15, 1/31/16 and 1/31/17 (iv) 3,635 Restricted Stock Units vesting in installments on 1/31/16, 1/31/17 and 1/31/18 (v) 8,737 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) 9,861 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) 6,144 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.

Reporting Owners 2

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