

BlackRock Inc.
Form 4
January 21, 2015

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 *
HALLAC CHARLES

(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)
01/16/2015

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)
Co-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 Ownership Indirect Beneficial (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Shares Of Common Stock (par Value \$0.01 Per Share) | 01/16/2015 | | A | 9,669 (1) | A \$ 0 (2) | D | |
| Shares Of Common Stock (par Value \$0.01 Per Share) | | | | | 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)

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, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|---|--|---|---|--|
|---|--|---|---|--------------------------------------|---|--|---|---|--|

4, and 5)

| 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 |
| 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 | 01/21/2015 |
| **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) Reflects an award value of \$3,325,000 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.

(2) Includes (i) 4,581 Restricted Stock Units vesting on 1/31/15, (ii) 7,630 Restricted Stock Units vesting in installments on 1/31/15 and 1/31/16, (iii) 10,546 Restricted Stock Units vesting in installments on 1/31/15, 1/31/16 and 1/31/17, (iv) 9,669 Restricted Stock Units vesting in installments on 1/31/16, 1/31/17 and 1/31/18, (v) 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, (vi) 21,694 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) 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.

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