

BlackRock Inc.
Form 4
January 22, 2014

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 *
Smith Jeff A

(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)
01/17/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Ownership (Instr. 4)	
			Code	V	Amount	(D)	Price	
Shares Of Common Stock (par Value \$0.01 Per Share)	01/17/2014		A		3,290 (1)	A	\$ 0 34,056 (2)	D
Shares Of Common Stock (par Value \$0.01 Per Share)	01/17/2014		A		4,096 (3) (4)	A	\$ 0 38,152 (5) (6)	D

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 \$1,050,000 converted to a number of Restricted Stock Units by dividing the approved award value by \$319.055, which was the average of the high and low price per share of Common Stock on January 17, 2014. This grant was approved by the Management Development and Compensation Committee on January 14, 2014. Restricted Stock Units vest in installments with 33% vesting on 1/31/15, 33% vesting on 1/31/16 and 34% vesting on 1/31/17.

(2) Includes (i) 3,429 Restricted Stock Units vesting on 1/31/14, (ii) 1,206 shares of Restricted Stock vesting on 1/31/14, (iii) 3,742 shares of Restricted Stock vesting on 1/31/14, (iv) 2,232 Restricted Stock Units vesting in installments on 1/31/14 and 1/31/15, (v) 3,116 Restricted Stock Units vesting in installments on 1/31/14, 1/31/15 and 1/31/16, (vi) 3,290 Restricted Stock Units vesting in installments on 1/31/15, 1/31/16 and 1/31/17, (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 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 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. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock.

(3) Reflects an award value of \$800,000 converted to a number of Restricted Stock Units using a \$195.30 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 Management Development and Compensation Committee on January 14, 2014. This award of 4,096 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 \$366.913 for at least 20 consecutive trading days, (B) 33% of the award if the price of a share of Common Stock is at least \$398.819 for at least 20 consecutive trading days and

(4) [Footnote 3 cont.] (C) 34% of the award if the price of a share of Common Stock is at least \$430.724 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 \$366.913, where "Vesting Date" shall mean any of January 31, 2018, January 31, 2019 and January 31, 2020. Accordingly, no portion of this award may vest and be eligible for payment before January 31, 2018 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, 2020 shall on such date expire and be cancelled.

(5) Includes (i) 3,429 Restricted Stock Units vesting on 1/31/14, (ii) 1,206 shares of Restricted Stock vesting on 1/31/14, (iii) 3,742 shares of Restricted Stock vesting on 1/31/14, (iv) 2,232 Restricted Stock Units vesting in installments on 1/31/14 and 1/31/15, (v) 3,116 Restricted Stock Units vesting in installments on 1/31/14, 1/31/15 and 1/31/16, (vi) 3,290 Restricted Stock Units vesting in installments on 1/31/15, 1/31/16 and 1/31/17, (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 and

(6) [Footnote 5 cont.] (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 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 (ix) 4,096 Restricted Stock Units awarded on 1/17/14 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 1/31/18 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.

(7) This transaction was executed in multiple trades at prices ranging from \$320.00 to \$320.40. The price reported represents the weighted average sale price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.

(8) Includes (i) 3,429 Restricted Stock Units vesting on 1/31/14, (ii) 1,206 shares of Restricted Stock vesting on 1/31/14, (iii) 3,742 shares of Restricted Stock vesting on 1/31/14, (iv) 2,232 Restricted Stock Units vesting in installments on 1/31/14 and 1/31/15, (v) 3,116 Restricted Stock Units vesting in installments on 1/31/14, 1/31/15 and 1/31/16, (vi) 3,290 Restricted Stock Units vesting in installments on 1/31/15, 1/31/16 and 1/31/17, (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 and

(9) [Footnote 8 cont.] (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 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 (ix) 4,096 Restricted Stock Units awarded on 1/17/14 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 1/31/18 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.

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