BlackRock Inc. Form 4 January 21, 2015

FORM 4

Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB** Washington, D.C. 20549 Number:

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: Estimated average burden hours per response...

obligations may continue. See Instruction 1(b).

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

(First) (Middle) (Last)

(Street)

(State)

(Zip)

BlackRock Inc. [BLK]

(Check all applicable)

BLACKROCK, INC., 55 EAST

01/16/2015

3. Date of Earliest Transaction

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

Co-President

52ND STREET

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Deminative Committee Assumed Disposed of an Demoficially Or

NEW YORK, NY 10055

(3)	(******)	1 abi	e 1 - Non-D	erivative Securities A	cquirea, Disposea o	i, or Beneficial	ly Ownea
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned Following	Indirect (I)	Ownership
				(A)	Reported	(Instr. 4)	(Instr. 4)
				(A)	Transaction(s)		
			Code V	or Amount (D) Price	(Instr. 3 and 4)		
			Code v	Amount (D) Fince			

Shares Of Common

(City)

Stock (par 9,669 558,061.3828 01/16/2015 \$0 D A (1) (2) Value

\$0.01 Per Share)

Shares Of Common Stock (par

By Family 36,847 Ι Value Trust

\$0.01 Per Share)

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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.

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	•
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date	Amount of	Derivative	Į
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)	1
	Derivative				Securities	S	(Instr. 3 and 4)		
	Security				Acquired				1
					(A) or				į
					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

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).
- 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.
 - 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 way 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. 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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