

BlackRock Inc.
Form 4
January 21, 2016

FORM 4

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

OMB APPROVAL

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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 *
KAPITO ROBERT

(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)
01/19/2016

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)
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 (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|------------------------------------|
| Shares Of Common Stock (par Value \$0.01 Per Share) | 01/19/2016 | | A | 10,257 (1) | A \$ 0 355,862.6 (2) | D | |
| Shares Of Common Stock (par Value \$0.01 Per Share) | | | | | 248,534 (3) | I | By Grantor Retained Annuity Trusts |

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 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, 4, and 5) | 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. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| KAPITO ROBERT BLACKROCK INC. 55 EAST 52ND STREET NEW YORK, NY 10055 | X | | President | |

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Robert Kapito 01/21/2016

__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 \$3,037,500 converted to a number of shares of Restricted Stock by dividing the approved award value by \$296.120, which was the average of the high and low price per share of Common Stock on January 19, 2016. This grant was approved by the Management Development and Compensation Committee on January 13, 2016. Shares of Restricted Stock vest in equal installments on 1/31/17, 1/31/18 and 1/31/19.
- (2) Includes (i) 7,981 Restricted Stock Units vesting on 1/31/16, (ii) 14,182 Restricted Stock Units vesting in equal installments on 1/31/16 and 1/31/17, (iii) 8,928 shares of Restricted Stock vesting in equal installments on 1/31/16, 1/31/17 and 1/31/18, (iv) 10,257 shares of Restricted Stock that will vest in equal installments on 1/31/17, 1/31/18 and 1/31/19, (v) 26,213 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) 29,583 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

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which may not vest before 1/31/17 and will expire on 1/31/19 to the extent not then vested and (vii) 19,201 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 share of Restricted Stock or Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock.

- Reflects total indirect holdings in grantor retained annuity trusts (the "GRATs") as of 1/19/16 which holdings give effect to transfers from the reporting person's direct holdings to the GRATs and from the GRATs to the reporting person's direct holdings, including the 2/18/15
- (3) transfer of 29,733 shares of common stock ("Shares") from the GRATs to direct holdings, the 7/10/15 transfer of 30,301 Shares from the GRATs to direct holdings, the 7/23/15 transfer of 153,218 Shares from direct holdings to the GRATs and the 8/24/15 transfer of 84,764 Shares from the GRATs to direct holdings.

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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