BlackRock Inc. Form 4 October 28, 2013

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

response...

**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

FINK LAU	Symbol BlackRo	Symbol BlackRock Inc. [BLK]				C	Issuer (Check all applicable)				
(Last)  BLACKRO 52ND STR	(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 10/24/2013					_X_ Director 10% Owner Selficer (give title Other (specify below) Chairman and CEO				
NEW YOR		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tabl	e I - No	n-D	erivative S	Securi	ties Ac	quired, Disposed of	f, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction 1 (Month/Day/Ye	ear) Executi any	emed on Date, if /Day/Year)	3. Transa Code (Instr.	8)	4. Securit n(A) or Dis (D) (Instr. 3, 4	sposed	l of	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 Beneficial Ownership (Instr. 4)
Shares Of Common Stock (par Value \$0.01 Per Share)	10/24/2013			G	V	14,715 (1)	D	\$ 0	1,264,312.28 (2)	D	
Shares Of Common Stock (par Value \$0.01 Per Share)									12,057	I	By family trust

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Shares Of Common			
Stock (par Value \$0.01 Per Share)	12,057	I	By family trust
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Ti	itle of	2.	3. Transaction Date	3A. Deemed	4.	5.		6. Date Exerc	cisable and	7. Tit	le and	8. Price of	
Deri	vative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ctionN	umber	Expiration D	ate	Amou	ınt of	Derivative	
Secu	ırity	or Exercise		any	Code	of	f	(Month/Day/	Year)	Unde	rlying	Security	
(Inst	tr. 3)	Price of		(Month/Day/Year)	(Instr.	8) D	erivative	e		Secur	rities	(Instr. 5)	Ī
		Derivative				S	ecurities			(Instr	. 3 and 4)		
		Security				A	cquired						J
						(/	A) or						J
						D	isposed						
						of	f (D)						
						(I	nstr. 3,						
						4,	, and 5)						
											A mannt		
											Amount		
								Date	Expiration	Title	Number		
								Exercisable	Date	11116	of		
					Codo	V ()	A) (D)				Shares		
					Code	v ( <i>F</i>	A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships								
Topolonia o militario militario de la composición dela composición de la composición	Director	10% Owner	Officer	Other					
FINK LAURENCE BLACKROCK, INC. 55 EAST 52ND STREET NEW YORK, NY 10055	X		Chairman and CEO						

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## **Signatures**

/s/ Daniel R. Waltcher as Attorney-in-Fact for Laurence
Fink

10/28/2013

\*\*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) Shares gifted to a charitable foundation by the Reporting Person.
  - Includes (i) 15,344 shares of Restricted Stock vesting on 1/31/14, (ii) 18,712 shares of Restricted Stock vesting on 1/31/14, (iii) 26,038 Restricted Stock Units vesting in installments on 1/31/14 and 1/31/15, (iv) 32,884 Restricted Stock Units vesting in installments on 1/31/14, 1/31/15 and 1/31/16, (v) 32,766 Restricted Stock Units awarded on 1/20/12 that will vest in whole or in part only on the
- (2) 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 (vi) 37,472 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.

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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