

Smith Jeff A
Form 4
January 23, 2013

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 *
Smith Jeff A

2. Issuer Name and Ticker or Trading Symbol
BlackRock Inc. [BLK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
BLACKROCK, INC., 55 EAST
52ND STREET

3. Date of Earliest Transaction
(Month/Day/Year)
01/18/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Managing Director

(Street)
NEW YORK, NY 10055

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
			Code	V	Amount (A) or (D) Price		
Shares Of Common Stock (par Value \$0.01 Per Share)	01/18/2013		A		3,116 (1) A \$ 0 27,999 (2)	D	
Shares Of Common Stock (par Value \$0.01 Per Share)	01/18/2013		A		7,888 (3) (4) A \$ 0 35,887 (5)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number of shares of Common Stock.

Reflects an award value of \$1,000,000 converted to a number of Restricted Stock Units using a \$126.76 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

- (3) Management Development and Compensation Committee on January 15, 2013. This award of 7,888 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 \$267.525 for at least 20 consecutive trading days, (B) 33% of the award if the price of a share of Common Stock is at least \$290.788 for at least 20 consecutive trading days and

[Footnote 3 cont.] (C) 34% of the award if the price of a share of Common Stock is at least \$314.051 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

- (4) Date which occurs subsequent to satisfaction of a condition described in clauses (A), (B) or (C) is at least \$267.525, where "Vesting Date" shall mean any of January 31, 2017, January 31, 2018 and January 31, 2019. Accordingly, no portion of this award may vest and be eligible for payment before January 31, 2017 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, 2019 shall on such date expire and be cancelled.

Includes (i) 274 shares of Restricted Stock vesting on 1/31/13, (ii) 6,857 Restricted Stock Units vesting in installments on 1/31/13 and 1/31/14, (iii) 2,412 shares of Restricted Stock vesting in equal installments on 1/31/13 and 1/31/14, (iv) 3,742 shares of Restricted Stock vesting on 1/31/14, (v) 3,347 Restricted Stock Units vesting in installments on 1/31/13, 1/31/14 and 1/31/15, (vi) 3,116 Restricted Stock Units vesting in installments on 1/31/14, 1/31/15 and 1/31/16, (vii) 6,553 Restricted Stock Units awarded on 1/20/12 that will vest in

- (5) 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 Common Stock price targets as reflected in notes 3 and 4 above, 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.

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