

BlackRock Inc.
Form 4
January 21, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
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)
01/16/2015

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 Indirect Beneficial Ownership (Instr. 4)
Shares Of Common Stock (par Value \$0.01 Per Share)	01/16/2015		A	8,928 (1)	A \$ 0	325,326.6 (2)	D
Shares Of Common Stock (par Value \$0.01 Per Share)					240,114 (3)	I	By Grantor Retained Annuity Trusts

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

Edgar Filing: BlackRock Inc. - Form 4

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 Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock.

- (3) Reflects total indirect holdings in grantor retained annuity trusts (the "GRATs") as of January 21, 2015 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 February 10, 2014 transfer of 78,812 shares of common stock ("Shares") from direct holdings to the GRATs, the May 29, 2014 transfer of 175,448 Shares from the GRATs to direct holdings, the June 2, 2014 transfer of 76,538 Shares from direct holdings to the GRATs, the August 20, 2014 transfer of 53,610 Shares from the GRATs to direct holdings to the GRATs and the December 1, 2014 transfer of 52,307 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.

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.