

FINK LAURENCE
Form 4
February 01, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FINK LAURENCE

(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)

01/31/2019

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)

Chairman and CEO

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)	01/31/2019		S	6,428	D	\$ 412.57	1,039,461 ⁽²⁾ D
						⁽¹⁾	
Shares Of Common Stock (par Value \$0.01 Per Share)	01/31/2019		S	2,620	D	\$ 413.19	1,036,841 ⁽²⁾ D
						⁽³⁾	

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Shares Of
Common
Stock (par
Value 01/31/2019 A 41,734
(4) A \$ 0 1,078,575 (2) D
\$0.01 Per
Share)

Shares Of
Common
Stock (par
Value 01/31/2019 F 28,070
(5) D \$ 408.33 1,050,505 (2) D
\$0.01 Per
Share)

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

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SEC 1474
(9-02)

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

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

02/01/2019

__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) This transaction was executed in multiple trades at prices ranging from \$412.00 to \$412.99. The price reported represents the weighted average sale price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.

(2) Includes Common Stock as well as Restricted Stock and Restricted Stock Units that vest over a period of 1 to 3 years. Each Restricted Stock and Restricted Stock Unit are payable solely by delivery of an equal number of shares of Common Stock.

(3) This transaction was executed in multiple trades at prices ranging from \$413.01 to \$413.51. The price reported represents the weighted average sale price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.

(4) Reflects a 2016 BlackRock Performance Incentive Plan award value of \$12,284,834 converted to 41,486 Restricted Stock Units by dividing the award value by \$296.12, which was the average of the high and low price per share of Common Stock on January 19, 2016). The award was disclosed in the table on page 40 of BlackRock's 2016 Proxy Statement in the column headed "Long-Term Incentive Award (BPIP)." As outlined in BlackRock's 2016 Proxy Statement, the award was subject to adjustment based on certain performance metrics approved by the Management Development and Compensation Committee at the time of the award. Based on the Company's performance, the Restricted Stock Units vesting represent 100.6% of original award.

(5) Represents the withholding by BlackRock of common stock to satisfy tax obligation on the vesting of the reporting person's awards granted under the Second Amended and Restated BlackRock, Inc. 1999 Stock Award and Incentive Plan.

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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