

BlackRock Inc.
Form 4
September 02, 2015

FORM 4

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

OMB APPROVAL

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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)
08/31/2015

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)	08/31/2015		M	61,949 A	\$ 167.76	373,934.6 ⁽¹⁾	D
Shares Of Common Stock (par Value \$0.01 Per Share)	08/31/2015		S	24,132 D	\$ 302.6328 ⁽²⁾	349,802.6 ⁽¹⁾	D

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Shares Of
Common
Stock (par
Value 08/31/2015 S 11,844 D \$
303.4759 337,958.6 ⁽¹⁾ D
\$0.01 Per (3)
Share)

Shares Of
Common
Stock (par
Value 08/31/2015 S 9,614 D \$
304.7959 328,344.6 ⁽¹⁾ D
\$0.01 Per (4)
Share)

Shares Of
Common
Stock (par
Value 08/31/2015 S 4,410 D \$
305.4147 323,934.6 ⁽¹⁾ D
\$0.01 Per (5)
Share)

Shares Of
Common
Stock (par
Value 240,114 I
\$0.01 Per
Share) 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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(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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Employee Stock Option (Right to	\$ 167.76	08/31/2015		M	61,949	01/31/2007 01/31/2017	Common Stock	61,949 ⁽⁶⁾

Buy)

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

09/02/2015

__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) Includes (i) 7,981 Restricted Stock Units vesting on 1/31/16, (ii) 14,182 Restricted Stock Units vesting in installments on 1/31/16 and 1/31/17, (iv) 8,928 shares of Restricted Stock vesting in installments on 1/31/16, 1/31/17 and 1/31/18, (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 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 Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock.

(2) This transaction was executed in multiple trades at prices ranging from \$302.1800 to \$303.1400. The price represents the weighted average purchase price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issue, or a security holder of the issuer, full information regarding the shares purchased at each separate price.

(3) This transaction was executed in multiple trades at prices ranging from \$303.1750 to \$304.1350. The price represents the weighted average purchase price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issue, or a security holder of the issuer, full information regarding the shares purchased at each separate price.

(4) This transaction was executed in multiple trades at prices ranging from \$304.2000 to \$305.1800. The price represents the weighted average purchase price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issue, or a security holder of the issuer, full information regarding the shares purchased at each separate price.

(5) This transaction was executed in multiple trades at prices ranging from \$305.2100 to \$305.7100. The price represents the weighted average purchase price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issue, or a security holder of the issuer, full information regarding the shares purchased at each separate price.

(6) Relates to a portion of a long-term plan option award of 210,109 options granted on 1/31/07 with an expiration date of 1/31/17.

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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