

Kushel J. Richard  
Form 4  
February 02, 2018

**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 \*  
Kushel J. Richard

(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)  
01/31/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
Senior Managing Director

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|   |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Shares Of Common Stock (par Value \$0.01 Per Share) | 01/31/2018                           |  | A                              |   | 6,018 (1) \$ 0  | D  |                                   |
| Shares Of Common Stock (par Value \$0.01 Per Share) | 01/31/2018                           |  | F                              |   | 9,267 (3) \$ 562.29   | D  |                                   |

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|  |            |   |   |       |   |      |                        |   |  |
|--|------------|---|---|-------|---|------|------------------------|---|--|
| Shares Of<br>Common<br>Stock (par<br>Value | 01/31/2018 | G | V | 1,685 | D | \$ 0 | 124,830 <sup>(2)</sup> | D |  |
| \$0.01 Per<br>Share)                       |            |   |   |       |   |      |                        |   |  |
| Shares Of<br>Common<br>Stock (par<br>Value |            |   |   |       |   |      | 45,000                 | I | By The<br>Kushel<br>Family<br>2011<br>Dynasty<br>Trust |
| \$0.01 Per<br>Share)                       |            |   |   |       |   |      |                        |   |  |
| Shares Of<br>Common<br>Stock (par<br>Value |            |   |   |       |   |      | 1,000                  | I | By Family<br>Trust                                     |
| \$0.01 Per<br>Share)                       |            |   |   |       |   |      |                        |   |  |
| Shares Of<br>Common<br>Stock (par<br>Value |            |   |   |       |   |      | 1,000                  | I | By Family<br>Trust                                     |
| \$0.01 Per<br>Share)                       |            |   |   |       |   |      |                        |   |  |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                     |
|   |  |   |   |                                      |  | Code   | V   | (A)   | (D)  |

# Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| Kushel J. Richard<br>BLACKROCK, INC.<br>55 EAST 52ND STREET<br>NEW YORK, NY 10055 |               |           | Senior Managing Director |       |

# Signatures

|   |            |
|---|------------|
| /s/ Daniel R. Waltcher as Attorney-in-Fact for J. Richard<br>Kushel | 02/02/2018 |
| **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).  
 Reflects a 2015 BlackRock Performance Incentive Plan award value of \$1,889,827 (converted to 5,496 Restricted Stock Units by dividing the award value by \$343.855, which was the average of the high and low price per share of Common Stock on January 16, 2015). As
  - (1) outlined in BlackRock's 2015 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 109.5% of original award.
  - (2) Includes Common Stock and Restricted Stock Units that will vest over a period of 1 to 3 years. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock.
  - (3) 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. 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.