

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-23** | Period of Report: **2013-01-18**
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REPORTING OWNER

Goldstein Robert L.

CIK: **1561432**

Type: **4** | Act: **34** | File No.: **001-33099** | Film No.: **13543850**

Mailing Address

BLACKROCK, INC.
55 EAST 52ND STREET
NEW YORK NY 10055

ISSUER

BlackRock Inc.

CIK: **1364742** | IRS No.: **320174431** | State of Incorporation: **DE** | Fiscal Year End: **0226**
SIC: **6211** Security brokers, dealers & flotation companies

Mailing Address

55 EAST 52ND STREET
NEW YORK NY 10055

Business Address

55 EAST 52ND STREET
NEW YORK NY 10055
212-810-5300

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Goldstein Robert L.			2. Issuer Name and Ticker or Trading Symbol BlackRock Inc. [BLK]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Senior Managing Director		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/18/2013					
BLACKROCK, INC., 55 EAST 52ND STREET			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
(Street)								
NEW YORK, NY 10055								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Shares Of Common Stock (par Value \$0.01 Per Share)	01/18/2013		A		5,964 ⁽¹⁾	A	\$ 0	76,053 ⁽²⁾	D	
Shares Of Common Stock (par Value \$0.01 Per Share)	01/18/2013		A		16,566 ⁽³⁾ ⁽⁴⁾	A	\$ 0	92,619 ⁽⁵⁾	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. Reflects an award value of \$1,387,500 converted to a number of Restricted Stock Units by dividing the approved award value by \$232.63, which was the average of the high and low price per share of Common Stock on January 18, 2013. This grant was approved by the Management Development and Compensation Committee on January 15, 2013. Restricted Stock Units vest in installments with 33% vesting on 1/31/14, 33% vesting on 1/31/15 and 34% vesting on 1/31/16.
2. Includes 1,312 shares of Common Stock held in the BlackRock, Inc. Retirement Savings Plan. Also includes (i) 1,395 Restricted Stock Units vesting on 1/31/13, (ii) 4,616 Restricted Stock Units vesting in equal installments on 1/31/13 and 1/31/14, (iii) 6,668 Restricted Stock Units vesting in installments on 1/31/13, 1/31/14 and 1/31/15, (iv) 9,979 Restricted Stock Units vesting on 1/31/14, (v) 5,964 Restricted Stock Units vesting in equal installments on 1/31/14, 1/31/15 and 1/31/16 and (vi) 17,475 Restricted Stock Units awarded on 1/20/12 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. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock.
3. Reflects an award value of \$2,100,000 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 Management Development and Compensation Committee on January 15, 2013. This award of 16,566 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
4. [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 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.
5. Includes 1,312 shares of Common Stock held in the BlackRock, Inc. Retirement Savings Plan. Also includes (i) 1,395 Restricted Stock Units vesting on 1/31/13, (ii) 4,616 Restricted Stock Units vesting in equal installments on 1/31/13 and 1/31/14, (iii) 6,668 Restricted Stock Units vesting in installments on 1/31/13, 1/31/14 and 1/31/15, (iv) 9,979 Restricted Stock Units vesting on 1/31/14, (v) 5,964 Restricted Stock Units vesting in equal installments on 1/31/14, 1/31/15 and 1/31/16, (vi) 17,475 Restricted Stock Units awarded on 1/20/12 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 and (vii) 16,566 Restricted Stock Units awarded on 1/18/13 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.

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Robert L. Goldstein

** Signature of Reporting Person

01/23/2013

Date

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

* 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).

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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