

BlackRock Inc.
Form 4
January 21, 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 *
Feliciani Joseph

(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)
Principal Accounting Officer

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 Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Shares Of Common Stock (par Value \$0.01 Per Share)	01/16/2015		A		944 ⁽¹⁾ A \$ 0	8,789 ⁽²⁾	D
Shares Of Common Stock (par Value \$0.01 Per Share)	01/16/2015		A		1,404 ⁽³⁾ A \$ 0	10,193 ⁽⁴⁾	D

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Feliciani Joseph BLACKROCK, INC. 55 EAST 52ND STREET NEW YORK, NY 10055			Principal Accounting Officer	

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Joseph Feliciani
 **Signature of Reporting Person
 01/21/2015
 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) Reflects an award value of \$324,680 converted to a number of Restricted Stock Units by dividing the approved award value by \$343.855, which was the average of the high and low price per share of Common Stock on January 16, 2015. This grant was approved by the Management Development and Compensation Committee on January 13, 2015. Restricted Stock Units vest in installments with 33% vesting on 1/31/16, 33% vesting on 1/31/17 and 34% vesting on 1/31/18.
- (2) Includes (i) 304 Restricted Stock Units vesting on 1/31/15, (ii) 2,286 Restricted Stock Units vesting on 1/31/15, (iii) 612 Restricted Stock Units vesting in installments on 1/31/15 and 1/31/16, (iv) 1,805 Restricted Stock Units vesting on 1/31/16, (v) 899 Restricted Stock Units vesting in installments on 1/31/15, 1/31/16 and 1/31/17 (vi) 944 Restricted Stock Units vesting in installments on 1/31/16, 1/31/17 and 1/31/18 and (vii) 1,316 Restricted Stock Units vesting on 1/31/17. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock.

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- Reflects an award value of \$483,000 converted to a number of Restricted Stock Units by dividing the approved award value by \$343.855,
- (3) which was the average of the high and low price per share of Common Stock on January 16, 2015. This grant was approved by the Management Development and Compensation Committee on January 13, 2015. Restricted Stock Units vest on 1/31/18.

- Includes (i) 304 Restricted Stock Units vesting on 1/31/15, (ii) 2,286 Restricted Stock Units vesting on 1/31/15, (iii) 612 Restricted Stock Units vesting in installments on 1/31/15 and 1/31/16, (iv) 1,805 Restricted Stock Units vesting on 1/31/16, (v) 899 Restricted Stock Units vesting in installments on 1/31/15, 1/31/16 and 1/31/17 (vi) 944 Restricted Stock Units vesting in installments on 1/31/16, 1/31/17 and 1/31/18, (vii) 1,316 Restricted Stock Units vesting on 1/31/17 and (viii) 1,404 Restricted Stock units vesting on 1/31/18. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock.
- (4)

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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