

BlackRock Inc.  
Form 4  
April 19, 2016

**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)  
04/15/2016

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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Shares Of Common Stock (par Value \$0.01 Per Share) | 04/15/2016                           |  | M                              | 8,000 A   | \$ 167.76 154,840 <sup>(1)</sup>  | D  |   |
| Shares Of Common Stock (par Value \$0.01 Per Share) | 04/15/2016                           |  | S                              | 6,086 D   | \$ 356.9018 148,754 <sup>(1)</sup>  | D  |   |

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|  |        |   |  |
|--|--------|---|--|
| Shares Of<br>Common<br>Stock (par<br>Value<br>\$0.01 Per<br>Share) | 1,000  | I | By<br>Family<br>Trust                                  |
| Shares Of<br>Common<br>Stock (par<br>Value<br>\$0.01 Per<br>Share) | 1,000  | I | By<br>Family<br>Trust                                  |
| Shares Of<br>Common<br>Stock (par<br>Value<br>\$0.01 Per<br>Share) | 45,000 | I | By The<br>Kushel<br>Family<br>2011<br>Dynasty<br>Trust |

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<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 Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of<br>Shares |
|---|--|---|---|--------------------------------------|---|--|---|--|
|   |  |   |   | Code V (A) (D)                       |   | Date<br>Exercisable      Expiration<br>Date                    | Title   |  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 167.76  | 04/15/2016                              |   | M                                    | 8,000   | 09/29/2011      01/31/2017                                     | Common<br>Stock   | 8,000<br><u>(3)</u>                    |

## 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 | 04/19/2016 |
| **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 Common Stock, Restricted Stock Units that will vest over a period of 1 to 3 years and Restricted Stock Units that will vest in whole or in part only on the satisfaction of one or more previously-disclosed Common Stock price targets. 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 \$356.34 to \$357.28. 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.
- (3) Relates to a portion of a long-term plan option award of 28,007 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. 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.