BlackRock International Growth & Income Trust

Form 4

January 20, 2015

## FORM 4

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

if no longer subject to Section 16. Form 4 or

Check this box

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 \*

Castellano Michael J

(Last)

(City)

(First) (Middle)

55 EAST 52ND STREET

(Street)

(State)

(Zip)

Filed(Month/Day/Year)

NEW YORK, NY 10055

2. Issuer Name and Ticker or Trading

Symbol

BlackRock International Growth & Income Trust [BGY]

3. Date of Earliest Transaction

(Month/Day/Year) 01/15/2015

4. If Amendment, Date Original

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

X\_ Director 10% Owner Officer (give title Other (specify below)

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

2. Transaction Date 2A. Deemed 5. Amount of 1.Title of 3. 4. Securities 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Ownership (I) Following (Instr. 4) (Instr. 4)

> Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount of Conversion TransactionDerivative Derivative (Month/Day/Year) Execution Date, if **Expiration Date Underlying Securities** or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) Security any

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| (Instr. 3)                | Price of<br>Derivative<br>Security |            | (Month/Day/Year) | (Instr. 8 | or Dispos<br>(D) | (Instr. 3, 4, |                     |                    |                 |                                     |
|---------------------------|------------------------------------|------------|------------------|-----------|------------------|---------------|---------------------|--------------------|-----------------|-------------------------------------|
|                           |                                    |            |                  | Code '    | V (A)            | (D)           | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Performance<br>Rights (1) | <u>(2)</u>                         | 01/15/2015 |                  | A         | 389.82           |               | (3)                 | (3)                | Common<br>Stock | 389.82                              |

### **Reporting Owners**

| Reporting Owner Name / Address                                    | Relationships |           |         |       |  |  |  |
|---|---------------|-----------|---------|-------|--|--|--|
| reporting owner reduces   | Director      | 10% Owner | Officer | Other |  |  |  |
| Castellano Michael J<br>55 EAST 52ND STREET<br>NEW YORK, NY 10055 | X             |           |         |       |  |  |  |

# **Signatures**

/s/ Eugene Drozdetski as Attorney-in-Fact 01/20/2015

\*\*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) The Performance Rights were accrued under the BlackRock Deferred Compensation Plan.
- (2) One Performance Right is convertible into the cash value of one share of BlackRock International Growth and Income Trust.
- (3) The Performance Rights are to be settled 100% in cash at the deferral period chosen by the reporting person.

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.

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