

BlackRock Inc.
Form 3
June 10, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Stork Ryan		(Month/Day/Year)	BlackRock Inc. [BLK]	
(Last)	(First)	(Middle)	06/01/2014	
BLACKROCK, INC., 55 EAST 52ND STREET			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
NEW YORK, NY 10055			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Senior Managing Director	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Shares Of Common Stock (par Value \$0.01 Per Share)	23,330 ⁽¹⁾	D	

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stork Ryan BLACKROCK, INC. 55 EAST 52ND STREET NEW YORK, NY 10055	Â	Â	Â Senior Managing Director	Â

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Ryan
Stork

06/10/2014

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Includes (i) 590 Restricted Stock Units awarded on 1/20/12 vesting on 1/31/15, (ii) 1,504 Restricted Stock Units awarded on 1/18/13 vesting in equal installments on 1/31/15 and 1/31/16, (iii) 2,272 Restricted Stock Units awarded on 1/17/14 vesting in equal installments on 1/31/15, 1/31/16 and 1/31/17, (iv) 6,553 Restricted Stock Units awarded on 1/20/12 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 \$211.266 for at least 20 consecutive trading days, (B) 33% of the award if the price of a share of Common Stock is at least \$229.637 for at least 20 consecutive trading days and (C) 34% of the award if the price of a share of Common Stock is at least \$248.008 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 \$211.266, where "Vesting Date" shall mean any of January 31, 2016, January 31, 2017 and January 31, 2018. Accordingly, this award may not vest before January 31, 2016 and will expire on January 31, 2018 to the extent not then vested, (v) 5,916 Restricted Stock Units awarded on 1/18/13 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 (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, this award may not vest before January 31, 2017 and will expire on January 31, 2019 to the extent not then vested and (vi) 3,840 Restricted Stock Units awarded on 1/17/14 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 \$366.913 for at least 20 consecutive trading days, (B) 33% of the award if the price of a share of Common Stock is at least \$398.819 for at least 20 consecutive trading days and (C) 34% of the award if the price of a share of Common Stock is at least \$430.724 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 \$366.913, where "Vesting Date" shall mean any of January 31, 2018, January 31, 2019 and January 31, 2020. Accordingly, this award may not vest before January 31, 2018 and will expire on January 31, 2020 to the extent not then vested. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock.

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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