

BlackRock Inc.
Form 4
July 23, 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 *
FINK LAURENCE

(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)
07/21/2015

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)
Chairman and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Shares Of Common Stock (par Value \$0.01 Per Share)	07/21/2015		M		17,650	A	\$ 167.76
							1,264,580.28 (1)
Shares Of Common Stock (par Value \$0.01 Per Share)	07/21/2015		S		17,650	D	\$ 352.076 (2)
							1,246,930.28 (1)

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Shares Of Common Stock (par Value \$0.01 Per Share)	07/22/2015	M	82,013	A	\$ 167.76	<u>1,328,943.28</u> (1)	D
Shares Of Common Stock (par Value \$0.01 Per Share)	07/22/2015	S	82,013	D	\$ 350.028 (3)	<u>1,246,930.28</u> (1)	D
Shares Of Common Stock (par Value \$0.01 Per Share)	07/22/2015	M	2,859	A	\$ 167.76	<u>1,249,789.28</u> (1)	D
Shares Of Common Stock (par Value \$0.01 Per Share)	07/22/2015	S	2,859	D	\$ 352.215 (4)	<u>1,246,930.28</u> (1)	D
Shares Of Common Stock (par Value \$0.01 Per Share)	07/23/2015	M	200	A	\$ 167.76	<u>1,247,130.28</u> (1)	D
Shares Of Common Stock (par Value \$0.01 Per Share)	07/23/2015	S	200	D	\$ 350.005 (5)	<u>1,246,930.28</u> (1)	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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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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).

Includes (i) 10,962 Restricted Stock Units vesting on 1/31/16, (ii) 18,596 Restricted Stock Units vesting in installments on 1/31/16 and 1/31/17, (iii) 11,618 shares of Restricted Stock vesting in installments on 1/31/16, 1/31/17 and 1/31/18, (iv) 32,766 Restricted Stock Units awarded on 1/20/12 that 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, (v) 37,472 Restricted Stock Units awarded on 1/18/13 that 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 1/31/17 and will expire on 1/31/19 to the extent not then vested and (vi) 24,322 Restricted Stock Units awarded on 1/17/14 that 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 1/31/18 and will expire on 1/31/20 to the extent not then vested. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock.

(1) This transaction was executed in multiple trades at prices ranging from \$350.00 to \$350.57. 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.

(2) This transaction was executed in multiple trades at prices ranging from \$350.00 to \$350.665. 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) This transaction was executed in multiple trades at prices ranging from \$352.00 to \$352.35. 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.

(4) This transaction was executed in multiple trades at prices ranging from \$350.00 to \$350.005. 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.

(5) Relates to a portion of a long-term incentive plan option award of 364,313 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.

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