BlackRock Inc. Form 4 April 02, 2015

## FORM 4

Form 5

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

Check this box if no longer subject to Section 16. Form 4 or

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

2. Issuer Name and Ticker or Trading

Per Share)

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

KOMANSK	Y DAVID H		Symbol BlackRo	ock Inc. [H	BLK]			Issuer				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Check all applicable)									
BLACKROCK, INC., 55 EAST 52ND STREET				(Month/Day/Year) 04/02/2015					X Director 10% Owner Officer (give title Other (specify below)			
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
			Filed(Mon	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
NEW YORK	X, NY 10055							Person	More than One Ro	eporting		
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	any		eemed ion Date, if n/Day/Year)	Code Dispose				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Shares Of				Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Common Stock (par Value \$0.01 Per Share)	04/02/2015			A	18 (1)	A	\$ 0 (1)	8,972	D			
Shares Of Common Stock (par Value \$0.01	04/02/2015			A	410 (2)	A	\$ 0 (2)	9,382	D			

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr. :	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
				G 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

KOMANSKY DAVID H BLACKROCK, INC. 55 EAST 52ND STREET NEW YORK, NY 10055

X

# **Signatures**

/s/ Daniel R. Waltcher as Attorney-in-Fact for David H. Komansky

04/02/2015

\*\*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).
- Common Stock granted to Nonemployee Directors under the Amended and Restated BlackRock, Inc. 1999 Stock Award and Incentive Plan (the "Plan"), based on \$365.84 per share which was the closing price of the stock on March 31, 2015.
- Restricted Stock Units granted to Nonemployee Directors under the Plan, based on \$365.84 per share which was the closing price per share of the Common Stock on March 31, 2015. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of **(2)** Common Stock, is immediately vested and will not be settled until the earlier of 3 years from grant or departure from the Board of Directors.

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.

Reporting Owners 2