

BlackRock Inc.  
Form 4  
April 19, 2016

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(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> <sup>(2)</sup>	D

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

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

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 167.76	04/15/2016		M	8,000	09/29/2011 01/31/2017	Common Stock	8,000 (3)

## Reporting Owners

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

## Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for J. Richard Kushel	04/19/2016
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\_\_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.