Edgar Filing: BlackRock Inc. - Form 4

DlaslaDasla In

| BlackRock In | nc. | | | | | | | | | | |
|--|---|---|---|---------------|------------------------|---|---|------------------------------|-----------------------|--|--|
| Form 4 | | | | | | | | | | | |
| July 02, 2015 | | | | | | | | | | | |
| FORM | | PPROVAL | | | | | | | | | |
| | | ES AND EXCHANGE COMMISSION gton, D.C. 20549 | | | | | 3235-0287 | | | | |
| Check thi if no long | er | | | | | | | Expires: | January 31, 2005 | | |
| subject to | | ENT OF CHA | | | CIA | LOW | NERSHIP OF | Estimated | | | |
| Section 1 | | | SECUR | ITIES | | | | burden hours per | | | |
| Form 4 or Form 5 | | | 1(1) = f(1) | G | F | . 1 | A . 4 . 6 1024 | response | 0.5 | | |
| obligation | • · · · · · · · · · · · · · · · · · · · | uant to Section | | | | | f 1935 or Sectio | 'n | | | |
| may conti | inue. | 30(h) of the I | • | • | | | | 211 | | | |
| See Instru 1(b). | iction | 50(ii) of the I | nvestment | Company | y Act | 0117 | | | | | |
| 1(0). | | | | | | | | | | | |
| (Print or Type R | Responses) | | | | | | | | | | |
| | | | | | | | | | | | |
| | | | | Ticker or 7 | Fradin | g | 5. Relationship of Reporting Person(s) to | | | | |
| MILLS CHE | l Rock Inc. [BLK] | | | | Issuer | | | | | | |
| | | | | | (Check all applicable) | | | | | | |
| (Last) | (Last) (First) (Middle) 3. Date of 1 | | | | f Earliest Transaction | | | (choon an approacto) | | | |
| 55 EAST 52ND STREET (Month/Data) | | | nth/Day/Year) | | | XDirector | | 6 Owner | | | |
| | | |)/2015 | | | | Officer (give titleOther (specifybelow)below) | | | | |
| (Street) 4. If An | | | Amendment, Date Original | | | 6. Individual or Joint/Group Filing(Check | | | | | |
| | | | | nth/Day/Year) | | | | Applicable Line) | | | |
| | | | | | | | _X_ Form filed by | | | | |
| NEW YORE | K, NY 10055 | | | | | | Form filed by I Person | viore than One R | eporting | | |
| (City) | (State) (Z | Zip) Tal | do I - Non D | orivotivo G | loouri | tios A a | quired, Disposed o | f or Ronoficio | lly Ownod | | |
| 1 77 4 6 | | | | | | its At | | | - | | |
| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, i | 3. 4. Securities , if TransactionAcquired (A) or | | | | 5. Amount of Securities | 6. Ownership Form: Direct | 7. Nature of Indirect | | |
| (Instr. 3) (Month/Day/Tear) Execution Date, if (Month/Day/Year) | | | Code Disposed of (D) | | | | Beneficially | (D) or | Beneficial | | |
| | | | | | | | Owned | Indirect (I) | Ownership | | |
| | | | | | | | Following Reported | (Instr. 4) | (Instr. 4) | | |
| | | | | | (A) | | Transaction(s) | | | | |
| | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | | | |
| Common | 06/20/2015 | | | | | \$ 0 | 1.067 | D | | | |
| Stock | 06/30/2015 | | А | 18 <u>(1)</u> | А | (1) | 1,067 | 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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exer | cisable and | 7. Title | e and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|-----------|----------------|-------------|----------|----------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | onNumbe | r Expiration I | Date | Amour | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day | /Year) | Underl | lying | Security | Secu |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Deriva | tive | | Securit | ties | (Instr. 5) | Bene |
| | Derivative | | - | | Securit | ies | | (Instr. | 3 and 4) | | Owne |
| | Security | | | | Acquir | ed | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Dispos | ed | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. | 3. | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | <i>,</i> | · | | | | | |
| | | | | Code V | (A) (l | D) Date | Expiration | Title | Amount | | |
| | | | | | | Exercisable | Date | | or | | |
| | | | | | | | | | Number | | |
| | | | | | | | | | of | | |
| | | | | | | | | | Shares | | |
| | | | | | | | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| MILLS CHERYL D 55 EAST 52ND STREET NEW YORK, NY 10055 | Х | | | | | | | |
| Signatures | | | | | | | | |
| | | | | | | | | |

/s/ Daniel R. Waltcher as Attorney-in-Fact for Cheryl D. Mills

**Signature of Reporting Person

Date

07/02/2015

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) Common Stock granted to Nonemployee Directors under the Second Amended and Restated BlackRock, Inc. 1999 Stock Award and Incentive Plan (the "Plan"), based on \$345.98 per share which was the closing price of the stock on June 30, 2015.

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.