BlackRock Inc. Form 4 July 18, 2016

### FORM 4

#### **OMB APPROVAL**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

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

Washington, D.C. 20549

January 31, Expires: 2005

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

Estimated average burden hours per 0.5 response...

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Kushel J. Richard			2. Issuer Name <b>and</b> Ticker or Trading Symbol BlackRock Inc. [BLK]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction	(======================================		
BLACKROCK, INC., 55 EAST 52ND STREET		EAST	(Month/Day/Year) 07/15/2016	Director 10% OwnerX Officer (give title Other (specify below)  Senior Managing Director		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
NEW YORK,	NY 10055		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
TILW TOKK,	111 10033			Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative Sec	curities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities Approx Disposed of (Instr. 3, 4 and (A))	f (D) d 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)	07/15/2016		Code V  M	Amount (D) 4,284 A	9 Price \$ 167.76	155,006 (1)	D	
Shares Of Common Stock (par Value \$0.01 Per Share)	07/15/2016		S	4,284 D	\$ 356.2 (2)	150,722 (1)	D	

Shares Of

Common Stock (par Value \$0.01 Per Share)	07/15/2010	6	M .	3,716	A	\$ 167.76	154,438 (1)	D	
Shares Of Common Stock (par Value \$0.01 Per Share)	07/15/2010	6	S :	3,716	D	\$ 356.9463	150,722 (1)	D	
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: Re	port on a sepa	rate line for each class	s of securities benefi	icially ov	wned	directly or ind	irectly.		
	port on a separ			Pers infor requ	ons mati ired lays	who respondion contained to respond to	d to the collect d in this form a unless the forn valid OMB cont	are not n	SEC 1474 (9-02)
			tive Securities Acquats, calls, warrants,						
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)	Code		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisa Expiration Date (Month/Day/Ye		7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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			Code V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 167.76	07/15/2016	M	4,284	09/29/2011	01/31/2017	Common Stock	4,284
Employee Stock Option (Right to Buy)	\$ 167.76	07/15/2016	M	3,716	09/29/2011	01/31/2017	Common Stock	3,716

### **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	07/18/2016
**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).
- 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.
- This transaction was executed in multiple trades at prices ranging from \$355.73 to \$356.72. 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.
- This transaction was executed in multiple trades at prices ranging from \$356.74 to \$357.29. 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) 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.

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