

BlackRock Inc.
Form 4
January 21, 2016

FORM 4

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

OMB APPROVAL

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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 *
KAPITO ROBERT

(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)
01/19/2016

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)
President

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 Ownership (Instr. 4)
Shares Of Common Stock (par Value \$0.01 Per Share)	01/19/2016		A	10,257 (1)	A \$ 0 355,862.6 (2)	D	
Shares Of Common Stock (par Value \$0.01 Per Share)					248,534 (3)	I	By Grantor Retained Annuity Trusts

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

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which may not vest before 1/31/17 and will expire on 1/31/19 to the extent not then vested and (vii) 19,201 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 share of Restricted Stock or Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock.

- Reflects total indirect holdings in grantor retained annuity trusts (the "GRATs") as of 1/19/16 which holdings give effect to transfers from the reporting person's direct holdings to the GRATs and from the GRATs to the reporting person's direct holdings, including the 2/18/15
- (3) transfer of 29,733 shares of common stock ("Shares") from the GRATs to direct holdings, the 7/10/15 transfer of 30,301 Shares from the GRATs to direct holdings, the 7/23/15 transfer of 153,218 Shares from direct holdings to the GRATs and the 8/24/15 transfer of 84,764 Shares from the GRATs to direct holdings.

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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