

Goldstein Robert L.  
Form 3  
November 06, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol                            |  |
| Â Goldstein Robert L.                     |         | (Month/Day/Year)                     | BlackRock Inc. [BLK]   |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|   |         | 10/30/2012                           |  |  |
| BLACKROCK, INC.,Â 55                      |         |                                      | (Check all applicable)   |  |
| EAST 52ND STREET                          |         |                                      | <input type="checkbox"/> Director                                      | <input type="checkbox"/> 10% Owner                   |
| (Street)                                  |         |                                      | <input checked="" type="checkbox"/> Officer                            | <input type="checkbox"/> Other                       |
|   |         |                                      | (give title below)   | (specify below)                                      |
|   |         |                                      | Senior Managing Director   |  |
| NEW YORK,Â NYÂ 10055                      |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|   |         |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)                  | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|--|---|--|
| Shares of Common Stock (par value \$0.01 per share) | 70,089 <sup>(1)</sup> <sup>(2)</sup>                     | D   | Â  |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| Date<br>Exercisable | Expiration<br>Date | Title | Amount or<br>Number of<br>Shares | Security | Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|--|
|---------------------|--------------------|-------|----------------------------------|----------|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| Goldstein Robert L.<br>BLACKROCK, INC.<br>55 EAST 52ND STREET<br>NEW YORK, NY 10055 | Â             | Â         | Â Senior Managing Director | Â     |

## Signatures

/s/ Harris Oliner as Attorney-in-Fact for Robert L. Goldstein

11/06/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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 1,312 shares of Common Stock held in the BlackRock, Inc. Retirement Savings Plan. Also includes (i) 1,395 Restricted Stock Units vesting on 1/31/13, (ii) 4,616 Restricted Stock Units vesting in equal installments on 1/31/13 and 1/31/14, (iii) 6,668 Restricted Stock Units vesting in installments on 1/31/13, 1/31/14 and 1/31/15 and (iv) 9,979 Restricted Stock Units vesting on 1/31/14 and (v) 17,475 Restricted Stock Units awarded on 1/20/12 will vest and be eligible for payment in respect of

(2) (footnote 1 continued) (A) 33% of the award if the price of a share of Common Stock is at least \$211.266 for at least 20 consecutive trading days, (B) 33% of the award if the price of a share of Common Stock is at least \$229.637 for at least 20 consecutive trading days and (C) 34% of the award if the price of a share of Common Stock is at least \$248.008 for at least 20 consecutive trading days; provided that, such vesting and eligibility for payment shall occur only if the price of a share of Common Stock on any Vesting Date which occurs subsequent to satisfaction of a condition described in clauses (A), (B) or (C) is at least \$211.266, where "Vesting Date" shall mean any of January 31, 2016, January 31, 2017 and January 31, 2018. Accordingly, this award may not vest before January 31, 2016 and will expire on January 31, 2018 to the extent not then vested. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock.

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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