

Charrington N. James
Form 4
January 23, 2013

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
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Charrington N. James

(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)
01/18/2013

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)	01/18/2013		A	2,719 (1)	A \$ 0 38,343 (2)	D	
Shares Of Common Stock (par Value \$0.01 Per Share)	01/18/2013		A	4,836 (3)	A \$ 0 43,179 (4)	D	

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for N. James
Charrington 01/23/2013

__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) Reflects an award value of \$632,736 converted to a number of Restricted Stock Units by dividing the approved award value by \$232.63, which was the average of the high and low price per share of Common Stock on January 18, 2013. This grant was approved by the Management Development and Compensation Committee on January 15, 2013. Restricted Stock Units vest in installments with 33% vesting on 1/31/14, 33% vesting on 1/31/15 and 34% vesting on 1/31/16.
- (2) Includes (i) 2,396 Restricted Stock Units vesting on 1/31/13, (ii) 1,076 Restricted Stock Units vesting on 1/31/13, (iii) 3,194 shares of Restricted Stock vesting in equal installments on 1/31/13 and 1/31/14, (iv) 5,613 shares of Restricted Stock vesting on 1/31/14, (v) 4,184 Restricted Stock Units vesting in installments on 1/31/13, 1/31/14 and 1/31/15, (vi) 2,719 Restricted Stock Units vesting in installments on 1/31/14, 1/31/15 and 1/31/16 and (vii) 9,830 Restricted Stock Units awarded on 1/20/12 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 1/31/16 and will expire on 1/31/18 to the extent not then vested. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common

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Stock.

- (3) Reflects an award value of \$1,124,999 converted to a number of Restricted Stock Units by dividing the approved award value by \$232.63, which was the average of the high and low price per share of Common Stock on January 18, 2013. This grant was approved by the Management Development and Compensation Committee on January 15, 2013. Restricted Stock Units vests on 1/31/16.

- Includes (i) 2,396 Restricted Stock Units vesting on 1/31/13, (ii) 1,076 Restricted Stock Units vesting on 1/31/13, (iii) 3,194 shares of Restricted Stock vesting in equal installments on 1/31/13 and 1/31/14, (iv) 5,613 shares of Restricted Stock vesting on 1/31/14, (v) 4,184 Restricted Stock Units vesting in installments on 1/31/13, 1/31/14 and 1/31/15, (vi) 2,719 Restricted Stock Units vesting in installments on 1/31/14, 1/31/15 and 1/31/16, (vii) 4,836 Restricted Stock Units vesting on 1/31/16 and (viii) 9,830 Restricted Stock Units awarded on 1/20/12 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 1/31/16 and will expire on 1/31/18 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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