

Charrington N. James
Form 4
January 23, 2013

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 *
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
 Officer (give title below) ___ Other (specify below)

Senior Managing Director

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| 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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(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 (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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. 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.