KAPITO ROBERT

Form 4

February 01, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Number:

OMB APPROVAL

Washington, D.C. 20549

3235-0287 January 31,

0.5

if no longer subject to Section 16. Form 4 or

Check this box

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

2005 Estimated average burden hours per

Form 5 obligations may continue.

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

Expires:

response...

See Instruction 1(b).

(Print or Type Responses)

(Last)

(C:+-)

1. Name and Address of Reporting Person * KAPITO ROBERT

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

BlackRock Inc. [BLK]

(Check all applicable)

BLACKROCK INC., 55 EAST

(First)

(Street)

(Ctota)

(Middle)

(7:-

3. Date of Earliest Transaction (Month/Day/Year)

_X__ Director

10% Owner Other (specify X_ Officer (give title

below)

52ND STREET

4. If Amendment, Date Original

President 6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

01/31/2013

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

NEW YORK, NY 10055

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative S	ecurities	Acqu	ired, Disposed of	, or Beneficial	y Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securition(A) or Dis			5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)	` '	any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3, 4	and 5)		Beneficially Owned	Form: Direct (D) or	Beneficial Ownership
					(4)		Following Reported	Indirect (I) (Instr. 4)	(Instr. 4)
			Code V	Amount	(A) or (D) P	Price	Transaction(s) (Instr. 3 and 4)		
Shares Of			Code v	7 tinount	(D) 1	TICC			

Common

Stock (par 16,461 F 143,256.6 (2) D 01/31/2013 Value

\$0.01 Per Share)

Shares Of By Common Grantor Stock (par 502,038 Ι Retained Value

Annuity **Trusts**

\$0.01 Per Share)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or]
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m	or		
						Exercisable Date		Number			
				~					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
KAPITO ROBERT							
BLACKROCK INC.	X		President				
55 EAST 52ND STREET	Λ		Fresident				
NEW YORK, NY 10055							

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Robert
Kapito
02/01/2013

**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) Represents the withholding by BlackRock of Common Stock to satisfy tax obligation on the vesting of the reporting person's Restricted Stock Units granted under the Amended and Restated BlackRock, Inc. 1999 Stock Award and Incentive Plan.
- (2) Includes (i) 11,743 shares of Restricted Stock vesting on 1/31/14, (ii) 14,969 shares of Restricted Stock vesting on 1/31/14, (iii) 19,142 Restricted Stock Units vesting in installments on 1/31/14 and 1/31/15, (iv) 23,943 Restricted Stock Units vesting in installments on 1/31/14, 1/31/15 and 1/31/16, (v) 26,213 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 and (vi) 29,583 Restricted Stock Units awarded on 1/18/13 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 1/31/17 and will expire

Reporting Owners 2

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on 1/31/19 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.