

FINK LAURENCE

Form 4

January 22, 2019

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 *
FINK LAURENCE

(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)

01/17/2019

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)

Chairman and CEO

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 Indirect Beneficial Ownership (Instr. 4)
Shares Of Common Stock (par Value \$0.01 Per Share)	01/17/2019		A	10,358 (1)	A \$ 410.315 1,081,841 (2)	D	
Shares Of Common Stock (par Value \$0.01 Per Share)	01/18/2019		S	1,300	D \$ 417.577 (3)	1,080,541 (2)	D

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Shares Of Common Stock (par Value \$0.01 Per Share)	01/18/2019	S	15,072	D	\$ 418.58 (4)	1,065,469 (2)	D
Shares Of Common Stock (par Value \$0.01 Per Share)	01/18/2019	S	7,377	D	\$ 419.515 (5)	1,058,092 (2)	D
Shares Of Common Stock (par Value \$0.01 Per Share)	01/18/2019	S	1,353	D	\$ 420.2074 (6)	1,056,739 (2)	D
Shares Of Common Stock (par Value \$0.01 Per Share)	01/22/2019	S	2,200	D	\$ 414.44 (7)	1,054,539 (2)	D
Shares Of Common Stock (par Value \$0.01 Per Share)	01/22/2019	S	1,000	D	\$ 415.49 (8)	1,053,539 (2)	D
Shares Of Common Stock (par Value \$0.01 Per Share)	01/22/2019	S	900	D	\$ 416.44 (9)	1,052,639 (2)	D
Shares Of Common Stock (par Value \$0.01 Per Share)	01/22/2019	S	1,330	D	\$ 417.31 (10)	1,051,309 (2)	D
Shares Of Common Stock (par Value \$0.01 Per	01/22/2019	S	300	D	\$ 418.52 (11)	1,051,009 (2)	D

Share)

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
FINK LAURENCE BLACKROCK, INC. 55 EAST 52ND STREET NEW YORK, NY 10055	X Chairman and CEO

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Laurence Fink 01/22/2019

__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 \$4,250,000 converted to a number of Restricted Stock Units by dividing the approved award value by \$410.315, which was the average of the high and low price per share of Common Stock on January 17, 2019. This grant was approved by the Management Development and Compensation Committee on January 14, 2019. Restricted Stock Units vest in equal installments on 1/31/20, 1/31/21 and 1/31/22.

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- (2) Includes Common Stock as well as Restricted Stock and Restricted Stock Units that vest over a period of 1 to 3 years. Restricted Stock and Restricted Stock Units are payable solely by delivery of an equal number of shares of Common Stock.
- (3) This transaction was executed in multiple trades at prices ranging from \$416.91 to \$417.90. The price reported represents the weighted average sale price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.
- (4) This transaction was executed in multiple trades at prices ranging from \$418.01 to \$418.99. The price reported represents the weighted average sale price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.
- (5) This transaction was executed in multiple trades at prices ranging from \$419.00 to \$419.98. The price reported represents the weighted average sale price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.
- (6) This transaction was executed in multiple trades at prices ranging from \$420.035 to \$420.49. The price reported represents the weighted average sale price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.
- (7) This transaction was executed in multiple trades at prices ranging from \$414.00 to \$414.96. The price reported represents the weighted average sale price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.
- (8) This transaction was executed in multiple trades at prices ranging from \$415.02 to \$415.975. The price reported represents the weighted average sale price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.
- (9) This transaction was executed in multiple trades at prices ranging from \$416.03 to \$416.875. The price reported represents the weighted average sale price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.
- (10) This transaction was executed in multiple trades at prices ranging from \$417.09 to \$417.93. The price reported represents the weighted average sale price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.
- (11) This transaction was executed in multiple trades at prices ranging from \$418.36 to \$418.82. The price reported represents the weighted average sale price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.

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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