

Goldstein Robert L.

Form 3

November 06, 2012

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

Â Goldstein Robert L.

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/30/2012

3. Issuer Name **and** Ticker or Trading Symbol
BlackRock Inc. [BLK]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)BLACKROCK, INC.,Â 55
EAST 52ND STREET

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (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

NEW YORK,Â NYÂ 10055

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Shares of Common Stock (par value \$0.01
per share)70,089 ⁽¹⁾ ⁽²⁾

D Â

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

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goldstein Robert L. BLACKROCK, INC. 55 EAST 52ND STREET 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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