Freda Fabrizio Form 4 April 02, 2013

# FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB 3235-0287 Number: January 31,

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Expires:

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

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

See Instruction 1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person * Freda Fabrizio			2. Issuer Name <b>and</b> Ticker or Trading Symbol BlackRock Inc. [BLK]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	` <b>**</b>		
BLACKROCK, INC., 55 EAST 52ND STREET			(Month/Day/Year) 03/28/2013	X Director 10% Owner Officer (give title below) Other (specify below)		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
NEW YORK, NY 10055			Filed(Month/Day/Year)	Applicable Line) _X_Form filed by One Reporting PersonForm filed by More than One Reporting Person		

(City)	(State) (2	Table	I - Non-De	erivative Securities Acquired, Disposed of, or Beneficially Owned						
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of			
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	Securities	Form: Direct	Indirect			
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial			
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership			
					Following	(Instr. 4)	(Instr. 4)			
				(4)	Reported					
				(A)	Transaction(s)					
			G 1 W	or	(Instr. 3 and 4)					
			Code V	Amount (D) Price						
Common Stock	03/28/2013		A	$103 \stackrel{(1)}{\underline{}} A \qquad \stackrel{\$ 0}{\underline{}} 0$	226	D				
Common Stock	03/28/2013		A	583 (2) A \$0 (2)	809	D				

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

### Edgar Filing: Freda Fabrizio - Form 4

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

1. Title o	of 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivativ	ve Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Date	Title	Number		
				C-1- V	(A) (D)				of Shares		
				Code V	(A) (I))				Snares		

## **Reporting Owners**

Reporting Owner Name / Address						
	Director	10% Owner	Officer	Other		

Freda Fabrizio BLACKROCK, INC. 55 EAST 52ND STREET NEW YORK, NY 10055

X

### **Signatures**

/s/ Daniel R. Waltcher as Attorney-in-Fact for Fabrizio Freda

04/02/2013

\*\*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).

Relationships

- Common Stock granted to Nonemployee Directors under the BlackRock, Inc. 1999 Stock Award and Incentive Plan, based on \$256.88 **(1)** per share which was the closing price of the stock on March 28, 2013.
- Restricted Stock Units granted to Nonemployee Directors under the Plan, based on \$256.88 per share which was the closing price per share of the Common Stock on March 28, 2013. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock, is immediately vested and will not be settled until the earlier of 3 years from grant or departure from the Board of Directors.

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.

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