

BlackRock Inc.
Form 4
February 01, 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 *
PNC BANCORP INC.

2. Issuer Name and Ticker or Trading Symbol
BlackRock Inc. [BLK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
222 DELAWARE AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2013

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)

WILMINGTON, DE 19801

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
			Code	V	Amount	(A) or (D)	Price
Series C Preferred Stock	01/31/2013		J ⁽¹⁾ (2)		205,350	D	⁽¹⁾ / ₍₂₎ 1,311,887
Common Stock, par value \$0.001 per share	08/20/2012		G	V	33,656	D	\$ 0 35,135,794
Common Stock, par value \$0.001 per	11/09/2012		G	V	47,938	D	\$ 0 35,105,856

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the share surrender agreement, as amended, the reporting person transferred 205,350 shares of Series C Preferred Stock to the Issuer to fund the LTIP.

- Each share of Series C Preferred Stock that the reporting person then holds that is not the subject of outstanding grants under the LTIP
- (2) converts automatically into one share of common stock in the event of an acquisition of the issuer by another company or upon certain other specified events. The reporting person does not otherwise have any conversion rights.

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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