

JAMES HAMILTON E
Form 4
May 03, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
JAMES HAMILTON E

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP
L.P., 345 PARK AVENUE

(Street)

NEW YORK, NY 10154

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Blackstone Group L.P. [BX]

3. Date of Earliest Transaction
(Month/Day/Year)
05/01/2018

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)
Executive Vice Chairman

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)
			Code	V	Amount	(A) or (D)	Price
Common units representing limited partner interests	04/30/2018		G	V	20,497 (1)	D	\$ 0 0
Common units representing limited partner interests	04/30/2018		G	V	20,497	A	\$ 0 20,497

See footnote (2)

Common units representing limited partner interests	05/01/2018	C	800,000	A	\$ 0	800,000	D
Common units representing limited partner interests	05/01/2018	G V	800,000	D	\$ 0	0	D

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Blackstone Holdings partnership units	(3)	05/01/2018		C(4)	800,000	(3) (3)	Common units representing limited partner interests 800,000
Blackstone Holdings partnership units	(3)					(3) (3)	Common units representing limited partner interests 7,157
Blackstone Holdings partnership units	(3)					(3) (3)	Common units representing limited partner 3,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JAMES HAMILTON E C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	X		Executive Vice Chairman	

Signatures

Tabea Y. Hsi as
Attorney-In-Fact

05/03/2018

__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) Includes 321 common units issued on October 1, 2015 as an anti-dilution adjustment in connection with the spin-off of PJT Partners Inc. by The Blackstone Group L.P.
- (2) These units are held in a limited liability company beneficially owned by the Reporting Person, his spouse and a trust for the benefit of the Reporting Person's children.
A "Blackstone Holdings partnership" unit collectively refers to one limited partner interest in each of Blackstone Holdings I L.P., Blackstone Holdings II L.P., Blackstone Holdings III L.P., Blackstone Holdings IV L.P. and Blackstone Holdings AI L.P. Subject to the minimum retained ownership requirements and transfer restrictions set forth in the partnership agreements of the Blackstone partnerships, the holder has the right, exercisable from time to time, to exchange each Blackstone Holdings partnership unit for one common unit of The Blackstone Group L.P. The Blackstone Holdings partnership units have no expiration date and may not be exchanged at any time prior to December 31, 2018 other than pursuant to transactions or programs approved by Blackstone.
- (3) Pursuant to an exchange agreement, the Reporting Person exchanged 800,000 Blackstone Holdings partnership units for an equal number of common units of The Blackstone Group L.P.
- (4) These units are held in a trust for the benefit of the Reporting Person's children (the Children's Trust), of which the Reporting Person is a trustee, but the Reporting Person does not have or share investment control with respect to the units.
These units are held in a trust for the benefit of the Reporting Person's grandchildren (the Grandchildren's Trust), of which the Reporting Person is a trustee. These units were not previously included in the Reporting Person's beneficial ownership prior to the birth of his first grandchild.
- (5) These units are held in a trust for the benefit of the Reporting Person's grandchildren (the Grandchildren's Trust), of which the Reporting Person is a trustee. These units were not previously included in the Reporting Person's beneficial ownership prior to the birth of his first grandchild.
- (6) These units are held in a trust for the benefit of the Reporting Person's grandchildren (the Grandchildren's Trust), of which the Reporting Person is a trustee. These units were not previously included in the Reporting Person's beneficial ownership prior to the birth of his first grandchild.

Remarks:

The Reporting Person disclaims beneficial ownership of the securities reported on this form except to the extent of his pecuniary interest.

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.