

HILL J TOMILSON
Form 4
January 17, 2012

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 *
HILL J TOMILSON

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP, 345 PARK AVENUE, 43RD FLOOR

(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)
07/27/2011

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)
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)
Common units representing limited partner interests ⁽¹⁾	07/27/2011		C ⁽⁴⁾	200,000 A	\$ 0 200,000	I	See footnote ⁽⁷⁾
Common units representing limited partner	07/27/2011		C ⁽³⁾	500,000 A	\$ 0 1,590,634	D	

interests ⁽¹⁾

Common
units
representing
limited
partner
interests ⁽¹⁾

01/12/2011

A

534,408
(2)

A

\$ 0 2,125,042

D

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Blackstone Holdings partnership units ⁽¹⁾	<u>(1)</u>	07/27/2011		<u>C(3)</u>	500,000	<u>(1)</u> <u>(1)</u>	Common units representing limited partnership units 500,000
Blackstone Holdings partnership units ⁽¹⁾	<u>(1)</u>	07/27/2011		<u>C(4)</u>	200,000	<u>(1)</u> <u>(1)</u>	Common units representing limited partnership units 200,000
Blackstone Holdings partnership units ⁽¹⁾	<u>(1)</u>					<u>(1)</u> <u>(1)</u>	Common units representing limited partnership units 2,307

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HILL J TOMILSON C/O THE BLACKSTONE GROUP 345 PARK AVENUE, 43RD FLOOR NEW YORK, NY 10154	X		Vice Chairman	

Signatures

/s/ Robert L. Friedman as
Attorney-in-Fact

01/17/2012

__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) 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., and Blackstone Holdings IV L.P. Subject to the minimum retained ownership requirements and transfer restrictions set forth in the partnership agreements of the Blackstone partnerships, the Reporting Person has the rights, 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, 2012 other than pursuant to transactions or programs approved by Blackstone.

(2) Granted under the 2007 Equity Incentive Plan, as amended 445,340 of these deferred restricted Blackstone Group L.P. common units will vest ratably over the next three years on January 1 of each year subject to Mr. Hill's continued employment with Blackstone. The other 89,068 of these deferred restricted Blackstone Group L.P. common units will vest on January 1, 2015 subject to Mr. Hill's continued employment with Blackstone. As these deferred restricted Blackstone Group L.P. common units vest, the underlying Blackstone Group L.P. common units will be delivered to the reporting person in accordance with the 2007 Equity Incentive Plan.

(3) Pursuant to an exchange agreement, the Reporting Person exchanged 500,000 Blackstone Holdings partnership units for an equal number of common units of The Blackstone Group L.P.

(4) Pursuant to an exchange agreement, the trusts for the benefit of the Reporting Person's children exchanged 200,000 Blackstone Holdings partnership units for an equal number of common units of The Blackstone Group L.P.

(5) On August 26, 2011, the Reporting Person transferred 1,000,000 Blackstone Holdings partnership units to his Grantor Retained Annuity Trust. In addition, on April 5, 2011 and October 31, 2011 the Grantor Retained Annuity Trust transferred 115,824 and 77,000 Blackstone Holdings partnership units to the Reporting Person's direct ownership, respectively.

(6) Such Blackstone Holdings partnership units are held in a Grantor Retained Annuity Trust for which the spouse of the Reporting Person is the investment trustee.

(7) These Blackstone Holdings partnership units are held in trusts for the benefit of the Reporting Person's children, of which the Reporting Person is a trustee with investment power. The Reporting Person disclaims beneficial ownership of the Blackstone Holdings partnerships units held in these trusts.

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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