

Blackstone Group L.P.  
Form 4  
July 06, 2015

**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, 15TH 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)  
**07/01/2015**

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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

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SEC 1474 (9-02)

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3)                                  | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year)      | (Instr. 3 and 4) |                  |                 |   |                      |
|--|--|----------------------|-----------------|---|-----------------------|------------------|------------------|-----------------|---|----------------------|
|  |  |                      | Code            | V   | (A)                   | (D)              | Date Exercisable | Expiration Date | Title   | Amount Number Shares |
| Blackstone Holdings partnership units <sup>(1)</sup> | <u>(1)</u>                               | 07/01/2015           | A               |   | 23,558 <sup>(2)</sup> |                  | <u>(1)</u>       | <u>(1)</u>      | Common units representing limited partner interests | 23,558               |
| Blackstone Holdings partnership units <sup>(1)</sup> | <u>(1)</u>                               |                      |                 |   |                       |                  | <u>(1)</u>       | <u>(1)</u>      | Common units representing limited partnership units | 2,683,3              |
| Blackstone Holdings partnership units <sup>(1)</sup> | <u>(1)</u>                               |                      |                 |   |                       |                  | <u>(1)</u>       | <u>(1)</u>      | Common units representing limited partnership units | 5,636,3              |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |               |       |
|--|---------------|-----------|---------------|-------|
|  | Director      | 10% Owner | Officer       | Other |
| HILL J TOMILSON<br>C/O THE BLACKSTONE GROUP<br>345 PARK AVENUE, 15TH FLOOR<br>NEW YORK, NY 10154 | X             |           | Vice Chairman |       |

## Signatures

Tabea Y. Hsi as Attorney-In-Fact 07/06/2015

<sup>(1)</sup>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

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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, 2015 other than pursuant to transactions or programs approved by Blackstone.

- (2) Granted under the 2007 Equity Incentive Plan, 20% of these deferred restricted Blackstone Holdings partnership units, or 4,712 units, will vest on July 1, 2018; an additional 30%, or 7,067 units, will vest on July 1, 2019; and the remaining 50%, or 11,779 units, will vest on July 1, 2020. As these deferred restricted Blackstone Holdings partnership units vest, the underlying Blackstone Holdings partnership units will be delivered to the Reporting Person, except that no more than 3/4 of the vested units will be delivered during the Reporting Person's service with Blackstone (with the remaining units to be delivered after the expiration of the Reporting Person's restrictive covenant period). Notwithstanding the foregoing, the units may be delivered earlier upon a change in control of Blackstone.
- (3) Reflects previous transfers by the Reporting Person, his spouse, a Grantor Retained Annuity Trust for which the spouse of the Reporting Person is the trustee, and trusts for the benefit of the Reporting Persons' children to a limited liability company controlled by the Reporting Person, in each case in respect of pro rata membership interests in such limited liability company.
- (4) Such Blackstone Holdings partnership units are held by a limited liability company controlled by the Reporting Person.
- (5) Such Blackstone Holdings partnership units are held in a trust, for the benefit of the Reporting Person's children, of which the spouse of the Reporting Person is the investment trustee.

### 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.

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