

JAMES HAMILTON E
Form 4
February 11, 2011

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O THE BLACKSTONE GROUP
L.P., 345 PARK AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
03/03/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
President and COO

(Street)
NEW YORK, NY 10154

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common units representing limited partnership interests	02/09/2011		C(7)	63,955 D \$ 0 0		D	
Common units representing limited partnership interests	02/09/2011		G(8)	63,955 D \$ 0 0		D	

Common units representing limited partnership interests

10,000,000 I

See Footnote #6. (6)

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 <u>(1)</u>	<u>(1)</u>	03/03/2010		G ⁽²⁾	V 110,436	<u>(1)</u> <u>(1)</u>	Common units representing limited partnership interests	11
Blackstone Holdings partnership units <u>(1)</u>	<u>(1)</u>	05/28/2010		G ⁽³⁾	V 110,435	<u>(1)</u> <u>(1)</u>	Common units representing limited partnership interests	11
Blackstone Holdings partnership units <u>(1)</u>	<u>(1)</u>	12/29/2010		G ⁽⁴⁾	V 3,500,000	<u>(1)</u> <u>(1)</u>	Common units representing limited partnership interests	3,500,000
Blackstone Holdings partnership units <u>(1)</u>	<u>(1)</u>	02/09/2011		C ⁽⁷⁾	63,955	<u>(1)</u> <u>(1)</u>	Common units representing limited partnership interests	63,955

Blackstone Holdings partnership units ⁽¹⁾	<u>(1)</u>	02/09/2011	G ⁽⁹⁾ V	24,045	<u>(1)</u>	<u>(1)</u>	Common units representing limited partnership interests	24
Blackstone Holdings partnership units ⁽¹⁾	<u>(1)</u>				<u>(1)</u>	<u>(1)</u>	Common units representing limited partnership interests	7,7

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		President and COO	

Signatures

Robert L. Friedman,
Attorney-in-Fact

02/11/2011

 **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 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, 2011 other than pursuant to transactions or programs approved by Blackstone.
- (2) The Reporting Person donated 110,436 Blackstone Holdings partnership units to a charitable foundation.
- (3) The Reporting Person donated 110,435 Blackstone Holdings partnership units to a charitable foundation.
- (4) The Reporting Person gifted 3,500,000 Blackstone Holdings partnership units to a trust, for the benefit of the Reporting Person's grand children of which the Reporting Person is a trustee with investment power.
- (5) These Blackstone Holdings partnership units are held in a trust, 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 partnership units held in this trust.
- (6) These common units units are held in a limited liability company beneficially owned by the Reporting Person and his spouse.
- (7) Pursuant to an exchange agreement, the Reporting Person exchanged 63,955 Blackstone Holdings partnership units for an equal number of common units of the The Blackstone Group L.P.
- (8) The Reporting Person donated a total of 63,955 Blackstone Holdings partnership units to two organizations.

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- (9) The Reporting Person donated a total of 24,045 Blackstone Holdings partnership units to a charitable foundation.

Remarks:

Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, the Reporting Person herein states that this

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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