

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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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

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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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