

Goodman Bennett J
 Form 4
 May 02, 2019

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 *
 Goodman Bennett J

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP, 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)
 04/30/2019

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)

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	04/30/2019		C ⁽¹⁾		250,000	A	\$ 0 250,000	D
Common units representing limited partner interests	04/30/2019		C ⁽¹⁾		250,000	A	\$ 0 430,319	I

See footnote (2)

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Common units representing limited partner interests	04/30/2019	G ⁽³⁾	250,000	D	\$ 0	180,319	I	See footnote <u>(2)</u>
Common units representing limited partner interests	05/01/2019	S	15,000	D	\$ 40.04 <u>(4)</u>	235,000	D	
Common units representing limited partner interests	05/02/2019	S	100,000	D	\$ 39.51 <u>(5)</u>	135,000	D	
Common units representing limited partner interests						176,773	I	See footnote <u>(6)</u>

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)	Amount	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Number Shares
Blackstone Holdings partnership units	<u>(7)</u>	04/30/2019		C ⁽¹⁾	250,000	<u>(7)</u>	<u>(7)</u>	Common units representing limited partner	250,000

								interests	
Blackstone Holdings partnership units	(7)	04/30/2019	C(1)	250,000	(7)	(7)	Common units representing limited partner interests	250,0	
Blackstone Holdings partnership units	(7)				(7)	(7)	Common units representing limited partner interests	199,5	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goodman Bennett J C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154	X			

Signatures

Tabea Y. Hsi as Attorney-In-Fact	05/02/2019
**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) Pursuant to an exchange agreement, the Reporting Person exchanged 250,000 Blackstone Holdings partnership units (as defined below) for an equal number of common units of The Blackstone Group L.P.
 - (2) These units are held by two limited liability companies, of which the Reporting Person is a manager.
 - (3) The Reporting Person donated 250,000 Blackstone common units to a charitable organization.

The price reported in Column 4 is a weighted average price. These units were sold in multiple transactions at prices ranging from \$40.04 to \$40.07, inclusive. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the issuer or a security holder of the issuer, full information regarding the number of units sold at each separate price for all transactions reported on this Form 4.
 - (4)

The price reported in Column 4 is a weighted average price. These units were sold in multiple transactions at prices ranging from \$39.415 to \$39.62, inclusive. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the issuer or a security holder of the issuer, full information regarding the number of units sold at each separate price for all transactions reported on this Form 4.
 - (5) These units are held by a limited liability company, of which the Reporting Person's spouse is the manager.
 - (6) 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

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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, 2019 other than pursuant to transactions or programs approved by Blackstone.

Remarks:

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

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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