

HILL J TOMILSON

Form 4

March 05, 2010

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(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**

(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)

**03/03/2010**

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<br>Security<br>(Instr. 3)                                  | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>units<br>representing<br>limited<br>partnership<br>interests | 03/03/2010                              |                                                             | C                                    | 674,052                                                                 | A \$ 0 <sup>(3)</sup>                                                                                              | 1,686,105                                                               | D                                                                 |
| Common<br>units<br>representing<br>limited<br>partnership<br>interests | 03/03/2010                              |                                                             | C                                    | 75,948                                                                  | A \$ 0 <sup>(4)</sup>                                                                                              | 75,948                                                                  | I                                                                 |

See  
footnote.  
(4)

|                                                         |            |                  |         |   |                               |                        |   |                                 |
|---------------------------------------------------------|------------|------------------|---------|---|-------------------------------|------------------------|---|---------------------------------|
| Common units representing limited partnership interests | 03/03/2010 | S <sup>(3)</sup> | 779,561 | D | \$<br>14.36<br><sup>(3)</sup> | 906,544 <sup>(3)</sup> | D |                                 |
| Common units representing limited partnership interests | 03/03/2010 | S <sup>(4)</sup> | 69,184  | D | \$<br>14.36<br><sup>(4)</sup> | 6,764 <sup>(4)</sup>   | I | See footnote.<br><sup>(4)</sup> |
| Common units representing limited partnership interests | 03/04/2010 | S <sup>(3)</sup> | 76,223  | D | \$<br>14.23<br><sup>(3)</sup> | 830,321                | D |                                 |
| Common units representing limited partnership interests | 03/04/2010 | S <sup>(4)</sup> | 6,764   | D | \$<br>14.23<br><sup>(4)</sup> | 0 <sup>(4)</sup>       | I | See footnote.<br><sup>(4)</sup> |

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 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 <sup>(1)</sup> | <sup>(1)</sup>                                         | 03/03/2010                           |                                                    | G <sup>(2)</sup>               | V 36,618                                                                                | <sup>(1)</sup>                                           | <sup>(1)</sup>  | Common units representing limited partnership                 | 36,618               |

|                                                      |            |            |                  |         |            |            |                                                         |           |
|------------------------------------------------------|------------|------------|------------------|---------|------------|------------|---------------------------------------------------------|-----------|
| Blackstone Holdings partnership units <sup>(1)</sup> | <u>(1)</u> | 03/03/2010 | C <sup>(3)</sup> | 674,052 | <u>(1)</u> | <u>(1)</u> | interests representing limited partnership interests    | 674,052   |
| Blackstone Holdings partnership units <sup>(1)</sup> | <u>(1)</u> | 03/03/2010 | C <sup>(4)</sup> | 75,948  | <u>(1)</u> | <u>(1)</u> | Common units representing limited partnership interests | 75,948    |
| Blackstone Holdings partnership units <sup>(1)</sup> | <u>(1)</u> |            |                  |         | <u>(1)</u> | <u>(1)</u> | Common units representing limited partnership interests | 1,500,000 |

## 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<br>NEW YORK, NY 10154 | X             |           | Vice Chairman |       |

## Signatures

Robert L. Friedman,  
Attorney-in-Fact

03/05/2010

    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 Holding 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, 2010 other than pursuant to transactions or programs approved by Blackstone.
- (2) The Reporting Person donated 36,618 Blackstone Holdings partnership units to a charitable foundation.
- (3) Pursuant to an exchange agreement, the Reporting Person exchanged 674,052 Blackstone Holdings partnership units for an equal number of common units of The Blackstone Group L.P. and thereafter sold such 674,052 common units plus an additional 181,732 common units he previously acquired over two consecutive trading days.

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- Pursuant to an exchange agreement, a trust, for which the Reporting Person is trustee with investment power, exchanged 75,948
- (4) Blackstone Holdings partnership units for an equal number of common units of The Blackstone Group L.P. and thereafter sold such 75,948 common units over two consecutive trading days.
- These Blackstone Holdings partnership units are held in trusts, for the benefit of the Reporting Person's children, of which the
- (5) Reporting Person is a trustee with investment power. The Reporting Person disclaims beneficial ownership of the Blackstone Holdings partnership units held in these trusts.
- (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.

### Remarks:

Pursuant to Rule 16a-1(a)(4) of the Securities Act of 1934, as amended, the Reporting Person states that this filing shall not be

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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