

SKERO KATHLEEN
Form 4
July 27, 2012

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

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SKERO KATHLEEN

(Last) (First) (Middle)

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)

12/29/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Principal Accounting Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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)
Common units representing limited partner interests	12/29/2009		A	22,497 (1)	A \$ 0 22,497	D	
Common units representing limited partner interests	01/01/2011		A	17,470 (2)	A \$ 0 39,967	D	

Common
units
representing
limited
partner
interests

01/01/2012

A

20,626
(3)

A

\$ 0 60,593

D

Common
units
representing
limited
partner
interests

07/01/2012

A

32,725
(4)

A

\$ 0 93,318

D

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficial Owned Following Reported Transaction (Instr. 6)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

SKERO KATHLEEN
345 PARK AVENUE
NEW YORK, NY 10154

Principal Accounting Officer

Signatures

John G. Finley,
Attorney-in-Fact

07/27/2012

__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).

Granted under the 2007 Equity Incentive Plan, 18,747 of these 22,497 deferred restricted common units vest ratably over a three-year period, of which 12,498 units have already vested and the remaining 6,249 will vest on January 1, 2013, subject to the Reporting Person's continued employment with Blackstone. Also granted under the 2007 Equity Incentive Plan, 3,750 of these deferred restricted common units will vest on the three-year anniversary of the January 1 following the grant date, which is January 1, 2013, subject to the Reporting Person's continued employment with Blackstone. As these deferred restricted common units vest, the underlying common units will be delivered to the Reporting Person. Notwithstanding the foregoing, the units may be delivered earlier upon a change in control of Blackstone.

(1) Granted under the 2007 Equity Incentive Plan, 14,588 of these 17,470 deferred restricted common units vest ratably over a three-year period, of which 4,853 units have already vested, 4,853 will vest on January 1, 2013, and 4,852 will vest on January 1, 2014, subject to the Reporting Person's continued employment with Blackstone. Also granted under the 2007 Equity Incentive Plan, 2,912 of these deferred restricted common units will vest on the three-year anniversary of the grant date, which is January 1, 2014, subject to the Reporting Person's continued employment with Blackstone. As these deferred restricted common units vest, the underlying common units will be delivered to the Reporting Person. Notwithstanding the foregoing, the units may be delivered earlier upon a change in control of Blackstone.

(2) Granted under the 2007 Equity Incentive Plan, 17,188 of these 20,626 deferred restricted common units vest ratably over a three-year period, with 5,729 units vesting on January 1, 2013, 5,729 units vesting on January 1, 2014 and 5,730 vesting on January 1, 2015, subject to the Reporting Person's continued employment with Blackstone. Also granted under the 2007 Equity Incentive Plan, 3,438 of these deferred restricted common units will vest on the three-year anniversary of the grant date, which is January 1, 2015, subject to the Reporting Person's continued employment with Blackstone. As these deferred restricted common units vest, the underlying common units will be delivered to the Reporting Person. Notwithstanding the foregoing, the units may be delivered earlier upon a change in control of Blackstone.

(3) Granted under the 2007 Equity Incentive Plan, 20% of these deferred restricted common units, or 6,545 units, will vest on July 1, 2015; an additional 30%, or 9,817 units, will vest on July 1, 2016; and the remaining 50%, or 16,363, will vest on July 1, 2017. As these deferred restricted common units vest, the underlying common 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.

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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