BLACKSTONE MORTGAGE TRUST, INC.

Form 4 July 01, 2016

FORM 4

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

OMB

Check this box if no longer

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31, Expires:

2005

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OMB APPROVAL

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response...

Form 5 obligations may continue.

See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * EDELMAN MARTIN L

5. Relationship of Reporting Person(s) to Issuer

BLACKSTONE MORTGAGE TRUST, INC. [BXMT]

(Check all applicable)

(Last)

(First)

(Street)

(State)

(Middle)

(Zip)

3. Date of Earliest Transaction

X_ Director Officer (give title

10% Owner Other (specify

C/O PAUL HASTINGS LLP., 75

EAST 55TH STREET

4. If Amendment, Date Original

(Month/Day/Year)

06/30/2016

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

Symbol

X Form filed by One Reporting Person Form filed by More than One Reporting

below)

NEW YORK, NY 10022

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. 4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Ownership Owned Indirect (I) Following (Instr. 4) (Instr. 4)

Reported Transaction(s)

(Instr. 3 and 4) Price (D)

(A)

A

Class A

Common 06/30/2016 Stock

Code V Amount

679

Α

<u>(1)</u> 43,199

D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Month/Day/Year)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	:		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				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			
EDELMAN MARTIN L C/O PAUL HASTINGS LLP, 75 EAST 55TH STREET NEW YORK, NY 10022	X						

Signatures

/s/ Anthony F. Marone, Jr., Attorney-In-Fact

07/01/2016

**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).

Represents an award of Class A Common Stock Units in lieu of retainer and meeting fees that convert to shares of Class A Common

(1) Stock on a one-for-one basis as determined at the time of the grant. The number of shares of Class A Common Stock subject to the award was calculated by dividing \$18,750 in retainer and meeting fees by the average adjusted closing price for the second quarter of 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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