

Moss Sylvia F
Form 4
February 11, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Moss Sylvia F

(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)

08/13/2009

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)

Senior Managing Director-Admin

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 (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)
Common units representing limited partnership interests	08/13/2009		C	50,000	A \$ 0	50,000 ⁽¹⁾	D
Common units representing limited partnership interests	08/13/2009		S	806	D \$ 14.47	49,194	D

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Common units representing limited partnership interests	08/14/2009	S	806	D	\$ 14.06	48,388	D
Common units representing limited partnership interests	08/17/2009	S	628	D	\$ 13.13	47,760	D
Common units representing limited partnership interests	08/19/2009	S	651	D	\$ 13.34	47,109	D
Common units representing limited partnership interests	08/19/2009	S	661	D	\$ 13.18	46,448	D
Common units representing limited partnership interests	08/20/2009	S	1,047	D	\$ 13.41	45,401	D
Common units representing limited partnership interests	08/21/2009	S	1,105	D	\$ 13.59	44,296	D
Common units representing limited partnership interests	08/24/2009	S	849	D	\$ 13.45	43,447	D
Common units representing limited partnership	08/25/2009	S	784	D	\$ 13	42,663	D

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interests

Common units representing limited partnership interests	08/26/2009	S	794	D	\$ 13.02	41,869	D
Common units representing limited partnership interests	08/27/2009	S	806	D	\$ 12.96	41,063	D
Common units representing limited partnership interests	08/28/2009	S	806	D	\$ 13.03	40,257	D
Common units representing limited partnership interests	08/31/2009	S	806	D	\$ 12.81	39,451	D
Common units representing limited partnership interests	09/01/2009	S	331	D	\$ 12.75	39,120	D
Common units representing limited partnership interests	09/08/2009	S	806	D	\$ 12.66	38,314	D
Common units representing limited partnership interests	09/09/2009	S	966	D	\$ 13.03	37,348	D
Common units representing limited	09/10/2009	S	1,135	D	\$ 13.57	36,213	D

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partnership interests								
Common units representing limited partnership interests	09/11/2009	S	849	D	\$ 13.64	35,364	D	
Common units representing limited partnership interests	09/14/2009	S	1,189	D	\$ 13.76	34,175	D	
Common units representing limited partnership interests	09/15/2009	S	1,274	D	\$ 13.95	32,901	D	
Common units representing limited partnership interests	09/16/2009	S	2,406	D	\$ 14.58	30,495	D	
Common units representing limited partnership interests	09/17/2009	S	2,830	D	\$ 15.01	27,665	D	
Common units representing limited partnership interests	09/21/2009	S	1,246	D	\$ 15.06	26,419	D	
Common units representing limited partnership interests	09/21/2009	S	907	D	\$ 14.5	25,512	D	
Common units representing	09/22/2009	S	1,019	D	\$ 14.71	24,493	D	

limited
partnership
interests

Common
units
representing
limited
partnership
interests

09/23/2009

S

937

D

\$
14.73

23,556

D

Common
units
representing
limited
partnership
interests

09/25/2009

S

991

D

\$
14.03

22,565

D

Common
units
representing
limited
partnership
interests

09/28/2009

S

651

D

\$
13.91

21,914

D

Common
units
representing
limited
partnership
interests

09/28/2009

S

937

D

\$
14.06

20,977

D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

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)
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Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Blackstone Holdings Partnership units	(2)	08/13/2009	C(1)	50,000	(2)	(2)	Common units representing limited partnership interests	50,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Moss Sylvia F C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154			Senior Managing Director-Admin	

Signatures

/s/ Robert L. Friedman as
Attorney-In-Fact

02/11/2010

**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) Pursuant to an exchange agreement, the Reporting Person exchanged 50,000 Blackstone Holdings partnership units for an equal number of common units of The Blackstone Group L.P. and thereafter sold such common units pursuant to a sales plan that was effectuated on each of 45 consecutive trading days.

(2) 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, 2009 other than pursuant to transactions or programs approved by 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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