## Edgar Filing: BLACKSTONE MORTGAGE TRUST, INC. - Form 4

BLACKSTONE MORTGAGE TRUST, INC. Form 4 April 15, 2014 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading POLAN JOSHUA A Issuer Symbol BLACKSTONE MORTGAGE (Check all applicable) TRUST, INC. [BXMT] (Last) (First) (Middle) 3. Date of Earliest Transaction X\_ Director 10% Owner Other (specify Officer (give title (Month/Day/Year) below) below) 475 STEAMBOAT ROAD 04/15/2014 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person \_ Form filed by More than One Reporting GREENWICH, CT 06830 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 6. Ownership 7. Nature of 1.Title of 3. 4. Securities Acquired 5. Amount of Execution Date, if Security (Month/Day/Year) Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial any (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) V Amount (D) Code Price Class A See 37 <u>(1)</u> A Common 0 Ι footnote 04/15/2014 Α 28.18 (2)Stock

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.

 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)	4. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Number Expiration Date of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		Amou Under Secur	le and unt of rlying tities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
F8	Director	10% Owner	Officer	Other			
POLAN JOSHUA A 475 STEAMBOAT ROAD GREENWICH, CT 06830	Х						
Signatures							
/s/ Anthony F. Marone, Jr., Attorney-In-Fact		04/15/2014					
<u>**</u> 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 Class A Common Stock Units in lieu of dividends payable on Class A Common Stock Units owned by the Reporting Person, which convert to shares of Class A Common Stock on a one-for-one basis. The number of Class A Common Stock Units was calculated by dividing (1) the product of the number of Class A Common Stock Units owned by the Reporting Person and the \$0.48 per chare dollar

(1) by dividing (1) the product of the number of Class A Common Stock Units owned by the Reporting Person and the \$0.48 per share dollar amount of the Class A Common Stock dividend paid by the Company on April 15, 2014 by (2) the closing price of the Company's Class A Common Stock on April 15, 2014.

These Class A Common Stock Units are held by W. R. Berkley Corporation. Mr. Polan is a managing director of Berkley Capital, LLC, a wholly owned subsidiary of W. R. Berkley Corporation. Mr. Polan disclaims beneficial ownership of Class A Common Stock Units of the Issuer held by W. R. Berkley Corporation except to the extent of his pecuniary interest therein, if any and the inclusion of the securities in

(2) this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or any other purpose. Pursuant to arrangements between Mr. Polan and Berkley Capital, LLC, Mr. Polan is required to transfer to Berkley Capital, LLC any and all compensation received in connection with his directorship for any company W. R. Berkley Corporation or its affiliates invests in or advises.

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.