BLACKSTONE MORTGAGE TRUST, INC.

Form 4

January 04, 2016

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

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

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).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * Rothschild Randall S.

(First)

(State)

2. Issuer Name and Ticker or Trading Symbol

BLACKSTONE MORTGAGE TRUST, INC. [BXMT]

3. Date of Earliest Transaction

(Month/Day/Year) 12/31/2015

GROUP, 345 PARK AVE

(Zip)

(Middle)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Director 10% Owner X_ Officer (give title Other (specify

below) Secretary & Managing Director

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10154

C/O THE BLACKSTONE

		1401	Tuble 1 Tion Bettivative Securities required, Disposed oi, of Beneficiary Symbol							
1.Title of Security	2. Transaction Date (Month/Day/Year)		3. Transactio	4. Securities Acquired on(A) or Disposed of (D)	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect			
(Instr. 3)	•	any	Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial			
		(Month/Day/Year)	(Instr. 8)	,	Owned	Indirect (I)	Ownership			
					Following	(Instr. 4)	(Instr. 4)			
				(A)	Reported					
				or	Transaction(s)					
			Code V	Amount (D) Price	(Instr. 3 and 4)					
Class A				ф						
Common Stock	12/31/2015		S	253 (1) D \$ 26.98	15,473	D				

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

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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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1.	Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
D	erivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
S	ecurity	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(I	nstr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
		Derivative				Securities			(Instr.	3 and 4)		Owne
		Security				Acquired						Follo
		•				(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						`
						4, and 5)						
						, ,						
										Amount		
							Date	Expiration		or		
								Date	Title	Number		
								Dute		of		
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Rothschild Randall S. C/O THE BLACKSTONE GROUP 345 PARK AVE NEW YORK, NY 10154

Secretary & Managing Director

Signatures

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

01/04/2016

**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).
- (1) Represents sale of shares to satisfy certain tax withholding related obligations in connection with the vesting of previously granted restricted stock awards.

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. nt size="2">Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).(1)Includes 476.86 shares of stock acquired pursuant to reinvestment of dividends.(2)Shares of phantom stock are payable in shares of common stock following termination of reporting person's service. Partial shares are payable in cash.

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