

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Carter Thomas L Jr</u>  (Last) (First) (Middle) 1001 FANNIN STREET, SUITE 2020  (Street) HOUSTON TX 77002  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Black Stone Minerals, L.P. [ BSM ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President, CEO & Chairman
	3. Date of Earliest Transaction (Month/Day/Year) 11/20/2015	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Common units representing limited partner interests	11/20/2015		P		700	A	\$14.39 <sup>(1)</sup>	24,600 <sup>(2)</sup>	I	By Georgia Elizabeth Carter 1995 Trust
Common units representing limited partner interests	11/20/2015		P		700	A	\$14.3783 <sup>(3)</sup>	24,600 <sup>(2)</sup>	I	By Katherine Ross Carter 1995 Trust
Common units representing limited partner interests	11/20/2015		P		700	A	\$14.3557 <sup>(4)</sup>	24,600 <sup>(2)</sup>	I	By Molly Leachman Carter 1995 Trust
Common units representing limited partner interests								239,111 <sup>(5)</sup>	D	
Common units representing limited partner interests								8,118,065	I	By Camden Energy Limited Partnership
Common units representing limited partner interests								22,757	I	By Preference Partners LP

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. These common units were purchased in multiple transactions at prices ranging from \$14.38 to \$14.40, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of common units purchased at each separate price within the ranges set forth in this footnote.
- The trust also indirectly owns common and subordinated units through ownership of Camden Energy Limited Partnership and Preference Partners, L.P. Because Mr. Carter reports all units held by Camden Energy Limited Partnership and Preference Partners, the trust's indirect holdings through Camden and Preference Partners are not reported in Column 5.
- The price reported in Column 4 is a weighted average price. These common units were purchased in multiple transactions at prices ranging from \$14.35 to \$14.39, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of common units purchased at each

separate price within the ranges set forth in this footnote.

4. The price reported in Column 4 is a weighted average price. These common units were purchased in multiple transactions at prices ranging from \$14.34 to \$14.38, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of common units purchased at each separate price within the ranges set forth in this footnote.

5. Of the common units reported on this line, 112,439 common units are subject to a restricted unit award issued pursuant to the Black Stone Minerals, L.P. Long-Term Incentive Plan (the "LTIP"). Except as otherwise provided in the LTIP or the award agreement governing the award, a portion of the common units will vest on each of January 1, 2016, March 15, 2016, January 1, 2017, March 15, 2017, and March 15, 2018 so long as the Reporting Person remains continuously employed by the Issuer, Black Stone Minerals GP, L.L.C. (the "General Partner"), or any of their respective affiliates through each such vesting date.

**Remarks:**

/s/Steve Putman, Attorney-in-  
Fact for Thomas L. Carter, Jr.      11/24/2015

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**