

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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

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) <u>President, CEO and Chairman</u>		
			3. Date of Earliest Transaction (Month/Day/Year) 01/04/2016			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		
			4. If Amendment, Date of Original Filed (Month/Day/Year)					

**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	01/04/2016		F		9,238	D	\$14.43 <sup>(1)</sup>	229,873 <sup>(2)</sup>	D	
Common units representing limited partner interests								30,289 <sup>(3)</sup>	I	By Georgia Elizabeth Carter 1995 Trust
Common units representing limited partner interests								30,289 <sup>(3)</sup>	I	By Katherine Ross Carter 1995 Trust
Common units representing limited partner interests								30,290 <sup>(3)</sup>	I	By Molly Leachman Carter 1995 Trust
Common units representing limited partner interests								5,689 <sup>(3)</sup>	I	By Fowler Thomas Carter 1995 Trust
Common units representing limited partner interests								4,970,834 <sup>(4)</sup>	I	By Carter2221, Ltd.

**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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Subordinated units representing limited partner interests	(5)	01/04/2016		F			12,579	(5)	(5)	Common units representing limited partner interests	12,579	(6)	261,965 <sup>(7)</sup>	D	
Subordinated units representing limited partner interests	(5)							(5)	(5)	Common units representing limited partner interests	7,452		7,452 <sup>(3)</sup>	I	By Katherine Ross Carter 1995 Trust
Subordinated units representing limited partner interests	(5)							(5)	(5)	Common units representing limited partner interests	7,452		7,452 <sup>(3)</sup>	I	By Georgia Elizabeth Carter 1995 Trust

**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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Subordinated units representing limited partner interests	(5)							(5)	(5)	Common units representing limited partner interests	7,452		7,452 <sup>(3)</sup>	I	By Molly Leachman Carter 1995 Trust
Subordinated units representing limited partner interests	(5)							(5)	(5)	Common units representing limited partner interests	7,452		7,452 <sup>(3)</sup>	I	By Fowler Thomas Carter 1995 Trust
Subordinated units representing limited partner interests	(5)							(5)	(5)	Common units representing limited partner interests	6,510,669		6,510,669 <sup>(4)</sup>	I	By Carter2221, Ltd.

**Explanation of Responses:**

- For tax withholding purposes, the value of the common units was deemed to be equal to the closing price of BSM common units on December 31, 2015.
- Of the common units reported on this line, 78,665 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 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.
- Preference Partners LP, a family partnership controlled by Mr. Carter, was liquidated on December 31, 2015, and the common and subordinated units previously held by Preference were distributed to trusts for the benefit of Mr. Carter's children.
- Camden Energy Limited Partnership, a family partnership controlled by Mr. Carter, was liquidated on December 31, 2015. Mr. Carter and certain of his family members and their associated trusts contributed their common and subordinated units to Carter2221, Ltd., a newly formed family partnership controlled by Mr. Carter.
- Each subordinated unit will convert into one common unit representing a limited partner interest in the Issuer at the end of the subordination period described in the Issuer's Registration Statement on Form S-1, as amended (File No. 333-202875).
- For tax withholding purposes, the Board of Directors set the value of the subordinated units at a discount to the 30-day volume-weighted average price of BSM common units at market close on December 31, 2015.
- Of the subordinated units reported on this line, 103,032 subordinated units are subject to a restricted unit award issued pursuant to the LTIP. Except as otherwise provided in the LTIP or the award agreement governing the award, a portion of the subordinated units will vest on each of 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, 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.

01/06/2016

\*\* 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.**