

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

| OMB APPROVAL             |           |
|--------------------------|-----------|
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| 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*<br><u>Stuart Alexander D.</u><br>_____<br>(Last) (First) (Middle)<br>1001 FANNIN STREET, SUITE 2020<br>_____<br>(Street)<br>HOUSTON TX 77002<br>_____<br>(City) (State) (Zip) |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><u>Black Stone Minerals, L.P. [ BSM ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>_____<br>Officer (give title below) Other (specify below) |  |  |
|  |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br>01/12/2016                           |  |  |   |  |  |
|  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                 |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>_____<br>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 | 12/22/2015                           |  | G                              | V | 28,863  | D          | \$0.00 | 266,285   | D  |   |
| Common units representing limited partner interests | 01/12/2016                           |  | A                              |   | 12,368  | A          | \$0.00 | 278,653   | D  |   |
| Common units representing limited partner interests |                                      |  |                                |   |   |            |        | 2,072,350   | I  | By North Star Oil & Gas                                       |
| Common units representing limited partner interests |                                      |  |                                |   |   |            |        | 914,682   | I  | By Topsfield Energy, Ltd.                                     |
| Common units representing limited partner interests |                                      |  |                                |   |   |            |        | 541,885   | I  | By RDS Investments, L.P.                                      |
| Common units representing limited partner interests |                                      |  |                                |   |   |            |        | 78,265  | I  | By R D Stuart Jr 1996 Trust                                   |
| Common units representing limited partner interests |                                      |  |                                |   |   |            |        | 6,687   | I  | By Barbara E. Stuart GST Exempt Trust fbo Alexander D. Stuart |

**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 |   |  |  |   |  |
| Subordinated units representing limited partner interests | (1)  | 12/22/2015                           |  | G                              | V |  | 37,804 | (1)  | (1)             | Common units representing limited partner interests                               | \$0.00                                     | 332,713  | D   |  |
| Subordinated units representing limited partner interests | (1)  |                                      |  |                                |   |  |        | (1)  | (1)             | Common units representing limited partner interests                               | 2,714,314                                  | 2,714,314  | I   | By North Star Oil & Gas                                |
| Subordinated units representing limited partner interests | (1)  |                                      |  |                                |   |  |        | (1)  | (1)             | Common units representing limited partner interests                               | 1,198,029                                  | 1,198,029  | I   | By Topsfield Energy Company                            |

**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 | (1)  |                                      |  |                                |   |  |     | (1)  | (1)             | Common units representing limited partner interests                               | 709,749                    |  | 709,749  | I   | By RDS Investments, L.P.                               |
| Subordinated units representing limited partner interests | (1)  |                                      |  |                                |   |  |     | (1)  | (1)             | Common units representing limited partner interests                               | 102,510                    |  | 102,510  | I   | By R D Stuart Jr 1996 Trust                            |

**Explanation of Responses:**

1. 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 (File No. 333-202875).

**Remarks:**

/s/Steve Putman, Attorney-in-Fact for Alexander D. Stuart

01/14/2016

\*\* 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.

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