

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Mathis William N.</u>			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 Officer (give title below) Other (specify below)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/06/2015</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person			
<u>1001 FANNIN STREET, SUITE 2020</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	(City)	(State)	(Zip)						
<u>HOUSTON</u>	<u>TX</u>	<u>77002</u>							
(City)	(State)	(Zip)							

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	05/06/2015		A		5,263	A	\$0.00	5,263	D	
Common units representing limited partner interests	05/06/2015		J ⁽¹⁾		23,907	A	(1)	29,170	D	
Common units representing limited partner interests	05/06/2015		J ⁽¹⁾		77,459	A	(1)	106,629	I	By Conti Street Partners, L.P.
Common units representing limited partner interests	05/06/2015		J ⁽¹⁾		242,714	A	(1)	349,343	I	By Conti Street Minerals, L.P.
Common units representing limited partner interests	05/06/2015		J ⁽¹⁾		588,939	A	(1)	938,282	I	By WM Capital Partners, L.P.
Common units representing limited partner interests	05/06/2015		J ⁽¹⁾⁽⁴⁾		189,117	A	\$0.00	1,127,399	I	By The Estate of Isabel Brown Wilson
Common units representing limited partner interests	05/06/2015		J ⁽¹⁾		101,755	A	(1)	1,229,154	I	By Travis A. Mathis Special 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					
Subordinated units representing limited partner interests	(2)	05/06/2015		J ⁽¹⁾		31,314		(2)	(2)	Common units representing limited partner interests	(1)	31,314	D	
Subordinated units representing limited partner interests	(2)	05/06/2015		J ⁽¹⁾		101,454		(2)	(2)	Common units representing limited partner interests	(1)	132,768	I	By Conti Street Partners, L.P.

**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	(2)	05/06/2015		J ⁽¹⁾		317,903		(2)	(2)	Common units representing limited partner interests	317,903	(1)	450,671	I	By Conti Street Minerals, L.P.
Subordinated units representing limited partner interests	(2)	05/06/2015		J ⁽¹⁾		771,379		(2)	(2)	Common units representing limited partner interests	771,379	(1)	1,222,050	I	By WM Capital Partners, L.P.
Subordinated units representing limited partner interests	(2)	05/06/2015		J ⁽¹⁾⁽⁴⁾		247,701		(2)	(2)	Common units representing limited partner interests	247,701	(1)(4)	1,469,751	I	By The Estate of Isabel Brown Wilson
Subordinated units representing limited partner interests	(2)	05/06/2015		J ⁽¹⁾		133,277		(2)	(2)	Common units representing limited partner interests	133,277	(1)	1,603,028	I	By Travis A. Mathis Special Trust
Preferred units representing limited partner interests	(3)	05/06/2015		J ⁽¹⁾		24,000		(3)	(3)	Common and subordinated units representing LP interests	(3)	(1)	1,627,028	I	By Conti Street Minerals, L.P.

Explanation of Responses:

- Acquired pursuant to the Merger and Contribution Agreement, dated May 6, 2015, by and among Black Stone Minerals Merger Sub LLC, Black Stone Minerals Company, L.P., and Black Stone Minerals, L.P.
- 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).
- Each preferred unit may be converted at any time at the option of the holder thereof into common units at the then-effective conversion rate. In addition, on January 1 of each year from 2016 to 2018 a number of preferred units will automatically convert into common units and subordinated units at the then-effective conversion rate, as described in the Issuer's Registration Statement on Form S-1 (File No. 333-202875).
- The reporting person is a beneficiary of The Estate of Isabel Brown Wilson (the "Estate") and has served as co-executor of the Estate for a period of more than 12 months. The securities held by the Estate have not been transferred to the reporting person.

Remarks:

/s/ Steve Putman, Attorney-in-Fact for William N. Mathis 05/08/2015

** 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.

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