

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>Skov Allan</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, Corp. Services and CIO</u>
	3. Date of Earliest Transaction (Month/Day/Year) 03/21/2016	
		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

**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 <sup>(1)</sup>	03/21/2016		A		44,486	A	\$0.00	243,734	D	
Common units representing limited partner interests	03/21/2016		F		33,257	D	\$14.01 <sup>(2)</sup>	210,477	D	
Common units representing limited partner interests <sup>(3)</sup>	03/21/2016		D		121,323	D	\$0.00	89,154	D	

**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	(4)	03/21/2016		F		3,347		(4)	(4)	Common units representing limited partner interests	3,347	(5)	62,536	D	
Subordinated units representing limited partner interests <sup>(6)</sup>	(4)	03/21/2016		D		21,620		(4)	(4)	Common units representing limited partner interests	21,620	\$0.00	40,916	D	

**Explanation of Responses:**

1. Represents the settlement of performance units issued pursuant to the Black Stone Minerals, L.P. Long-Term Incentive Plan ("LTIP") for common units.
2. For tax withholding purposes, the value of the common units was deemed to be equal to the closing price of BSM common units on March 15, 2016.
3. Represents forfeitures of restricted common units issued pursuant to LTIP.
4. 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).
5. For tax withholding purposes, the value of the subordinated units was fixed at a discount to the closing price of BSM common units on March 15, 2016.
6. Represents forfeitures of restricted subordinated units issued pursuant to LTIP.

**Remarks:**

/s/ Steve Putman, Attorney-in-Fact for Allan Skov 03/23/2016

\*\* 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.