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Blackstone Group L.P.
Form 13F-HR
February 14, 2013

OMB APPROVAL

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2012

Check here if Amendment ; Amendment Number:

This Amendment (Check only one.): is a restatement.
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: The Blackstone Group L.P.
Address: 345 Park Avenue
New York, NY 10154

Form 13F File Number: 28-13114

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: John G. Finley
Title: Authorized Person
Phone: (212) 583-5000

Signature, Place, and Date of Signing:

/s/ John G. Finley New York, NY February 14, 2013

[Signature] [City, State] [Date]

Report Type (Check only one):

13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

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13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1
 Form 13F Information Table Entry Total: 38
 Form 13F Information Table Value Total: \$ 9,641,261

 (thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

Number	Form 13F File Number	Name
1	28-12332	GSO Capital Partners LP

Explanatory Note:

The Blackstone Group L.P. is managed and operated by its general partner, Blackstone Group Management L.L.C., which is in turn wholly-owned by Blackstone's senior managing directors and controlled by Mr. Stephen A. Schwarzman, one of its founders.

FORM 13F INFORMATION TABLE
 THE BLACKSTONE GROUP L.P.
 FOR THE YEAR ENDED DECEMBER 31, 2012

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (1000S)	SHRS OR PRN AMT	SH/ PUT/ PRN CALL	INV. DISCRETION	OTHE MANAG
AMERISTAR							
CASINOS INC	COM	03070Q 10 1	\$ 22,999	876,500	SH	SHARED	1
BANKUNITED INC	COM	06652K 10 3	\$ 202,982	8,305,337 (a)	SH	SOLE	
BEAZER HOMES							
USA INC	COM NEW	07556Q 88 1	\$ 23,646	1,400,000	SH	SHARED-OTHER	1
BIOSCRIP, INC.	COM	09069N 10 8	\$ 3,407	316,327	SH	SHARED-OTHER	1
BOOZ ALLEN HAMILTON HLDG COR	CL A	099502 10 6	\$ 3,619	260,004	SH	SHARED-OTHER	1
BRANDYWINE							

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RLTY TR CAPITAL TRUST	SH BEN INT NEW	105368	20	3	\$	57,527	4,719,166	SH		SOLE	
INC MD CLEAR CHANNEL OUTDOOR HLDGS	CL A NEW	14052M	50	6	\$	10,500	5,000,000	SH		SOLE	1
CROSSTEX ENERGY INC CROSSTEX ENERGY LP	CL A COM COM	18451C	10	9	\$	12,153	1,731,163	SH		SHARED-OTHER	1
CUMULUS MEDIA INC	COM	22765Y	10	4	\$	100,380	7,000,000	SH		SHARED-OTHER	1
DIAMONDROCK HOSPITALITY CO	COM	22765U	10	2	\$	14,591	1,002,800	SH		SHARED-OTHER	1
DISH NETWORK CORP	CL A	231082	10	8	\$	8,852	3,315,238 (b)	SH		SOLE	
DISH NETWORK CORP	COM	252784	30	1	\$	64,904	7,211,538	SH		SOLE	
EV ENERGY PARTNERS LP	CL A	25470M	10	9	\$	80	2,200 (c)	SH	CALL	SHARED-OTHER	1
FELCOR LODGING TR INC	CL A	25470M	10	9	\$	9,100	250,000	SH		SHARED-OTHER	1
FREESCALE SEMICONDUCTOR LTD	COM UNITS	26926V	10	7	\$	15,974	282,419	SH		SHARED-OTHER	1
GENERAL GROWTH PPTYS INC NEW	COM	31430F	10	1	\$	24,161	5,173,589	SH		SHARED-OTHER	1
GMX RES INC	SHS	G3727Q	10	1	\$	2,159,467	196,136,895 (d)	SH		SHARED-OTHER	
GMX RES INC	COM	370023	10	3	\$	822,421	41,431,803 (e)	SH		SOLE	
ISTAR FINL INC	NOTE 4.500% 5/0	38011M	AJ	7	\$	2,182	4,796,000	PRN		SHARED-OTHER	1
KEYCORP NEW	COM	38011M	10	8	\$	3,379	6,757,499 (f)	SH		SHARED-OTHER	1
KOSMOS ENERGY LTD	COM	45031U	10	1	\$	22,748	2,791,121	SH		SHARED-OTHER	1
MGM RESORTS INTERNATIONAL	COM	493267	10	8	\$	1,684	200,000	SH	PUT	SOLE	
NIELSEN HOLDINGS N V	SHS	G5315B	10	7	\$	1,559,931	126,310,180 (g)	SH		SOLE	
NRG ENERGY INC	COM	55262C	10	0	\$	33,805	4,306,398	SH		SHARED-OTHER	1
ORBITZ WORLDWIDE INC	NOTE 4.250% 4/1	55303Q	AE	0	\$	6,151	5,800,000	PRN		SHARED-OTHER	1
PACIFIC BIOSCIENCES CALIF IN	COM	N63218	10	6	\$	1,565,894	51,189,724 (h)	SH		SOLE	
PBF ENERGY INC	COM NEW	629377	50	8	\$	25,289	1,100,000	SH		SHARED-OTHER	1
SARATOGA RES INC TEX	COM	68557K	10	9	\$	149,727	55,046,598 (i)	SH		SOLE	
SPDR SERIES TRUST	COM	78464A	95	8	\$	19,392	800,000	SH	PUT	SOLE	
SPDR S&P 500 ETF TR	NUVN BRCLY MUNI	78462F	10	3	\$	427	3,000	SH	PUT	SHARED-OTHER	1
TEAM HEALTH HOLDINGS, INC	COM	868536	10	3	\$	5,564	2,252,666	SH		SHARED-OTHER	1
TRW AUTOMOTIVE HLDGS CORP	COM	87817A	10	7	\$	275,875	9,588,991	SH		SOLE	
VANGUARD HEALTH SYS INC	COM	87264S	10	6	\$	1,044,774	19,488,416	SH		SOLE	
ZIONS BANCORPORATION	COM	922036	20	7	\$	359,924	29,381,568	SH		SOLE	
	COM	989701	95	7	\$	2,525	118,000	SH	PUT	SOLE	

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(a) Excludes 5,415,794 shares of Series A Nonvoting Convertible Preferred Stock convertible into shares of common stock on a one-for-one basis.

(b) These shares are not under the investment discretion of The Blackstone Group L.P. but are under the investment discretion of certain funds of which Mr. Stephen A. Schwarzman is a controlling person.

(c) Includes two series of DISH NETWORK CORP call options.

(d) Represents shares held by Freescale LP. Certain funds affiliated with The Blackstone Group L.P. hold 3,395,055 Class A limited partnership interests in Freescale LP, representing 48.02% of the total Class A limited partnership interests outstanding. Certain funds affiliated with The Blackstone Group L.P. also hold 250 shares of Freescale Holdings G.P., Ltd., the general partner of Freescale LP, representing 25% of the total shares outstanding.

(e) Includes 2,067,942 of Common Shares owned by Blackstone GGP Principal Transaction Partners L.P., a co-investment entity.

(f) Does not give effect to the 13-to-1 reverse stock split of GMX Resources, Inc. made effective on January 3, 2013.

(g) Includes 2,591,244 shares that are not under the investment discretion of The Blackstone Group L.P. but are under the investment discretion of Blackstone Family GP L.L.C., of which Mr. Stephen A. Schwarzman is a controlling person.

(h) Represents the proportionate interest in 236,266,399 shares held by Valcon Acquisition Holding (Luxembourg) S.a.r.l. ("Luxco") attributable to ownership interests in Luxco of certain funds affiliated with The Blackstone Group L.P., including 1,704,560 shares that are not under the investment discretion of The Blackstone Group L.P. but instead are under the investment discretion of Blackstone Family GP L.L.C., of which Mr. Stephen A. Schwarzman is a controlling person.

(i) The shares reported herein are not under the investment discretion of The Blackstone Group L.P. but are under the investment discretion of Blackstone LR Associates (Cayman) V Ltd., of which Mr. Stephen A. Schwarzman is a controlling person.