

BLACKSTONE MORTGAGE TRUST, INC.  
 Form 4  
 February 21, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 SAGALYN LYNNE B

2. Issuer Name and Ticker or Trading Symbol  
 BLACKSTONE MORTGAGE TRUST, INC. [BXMT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 URIS HALL, 3022 BROADWAY,  
 ROOM 808  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/15/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)

NEW YORK, NY 10027-6902

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4) |           |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |           |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |           |
| Class A Common Stock            | 10/15/2013                           |  | A                              | 305 <sup>(1)</sup>  | A   | \$ 24.7  | 28,246                            | D         |
| Class A Common Stock            | 01/15/2014                           |  | A                              | 471 <sup>(2)</sup>  | A   | \$ 27.7  | 29,450                            | D         |
| Class A Common Stock            |                                      |  |                                |   |   |  | 833                               | I         |
|                                 |                                      |  |                                |   |   |  |                                   | By Spouse |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| SAGALYN LYNNE B<br>URIS HALL, 3022 BROADWAY, ROOM 808<br>NEW YORK, NY 10027-6902 | X             |           |         |       |

## Signatures

/s/ Anthony F. Marone, Jr.,  
Attorney-In-Fact

02/21/2014

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

Represents Class A Common Stock Units in lieu of dividends payable on Class A Common Stock Units owned by the Reporting Person, which convert to shares of Class A Common Stock on a one-for-one basis. The number of Class A Common Stock Units was calculated (1) by dividing (1) the product of the number of Class A Common Stock Units owned by the Reporting Person and the \$0.27 per share dollar amount of the Class A Common Stock dividend paid by the Company on October 15, 2013 by (2) the closing price of the Company's Class A Common Stock on October 15, 2013.

Represents Class A Common Stock Units in lieu of dividends payable on Class A Common Stock Units owned by the Reporting Person, which convert to shares of Class A Common Stock on a one-for-one basis. The number of Class A Common Stock Units was calculated (2) by dividing (1) the product of the number of Class A Common Stock Units owned by the Reporting Person and the \$0.45 per share dollar amount of the Class A Common Stock dividend paid by the Company on January 15, 2014 by (2) the closing price of the Company's Class A Common Stock on January 15, 2014.

## Edgar Filing: BLACKSTONE MORTGAGE TRUST, INC. - Form 4

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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