

CLARE PETER J
Form 4
February 05, 2018

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 *
CLARE PETER J

2. Issuer Name and Ticker or Trading Symbol
Carlyle Group L.P. [CG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1001 PENNSYLVANIA AVENUE,
NW

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2018

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

Co-Chief Investment Officer

(Street)
WASHINGTON, DC 20004

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)
				Code V	Amount	(A) or (D)	Price
Common Units	02/01/2018		A		500,000	A (1)	\$ 0 527,381
Common Units	02/01/2018		A		100,000	A (2)	\$ 0 627,381
Common Units	02/01/2018		A		5,803	A (3)	\$ 0 633,184

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

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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	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 Following Reporting Transaction (Instr. 6)
				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
CLARE PETER J 1001 PENNSYLVANIA AVENUE, NW WASHINGTON, DC 20004	X		Co-Chief Investment Officer	

Signatures

Jeffrey W. Ferguson by power of attorney for Peter J. Clare
 Signature: _____ Date: 02/05/2018

**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).
- (1) These securities are deferred restricted common unit awards. These securities will vest 25% on February 1, 2019, an additional 25% on February 1, 2020, an additional 25% on February 1, 2021 and the remaining 25% on February 1, 2022, subject to the reporting person's continued service at the company on the applicable vesting date.
 - (2) These securities are deferred restricted common unit awards. These securities will vest 40% on August 1, 2019, an additional 30% on August 1, 2020 and the remaining 30% on August 1, 2021, subject to the reporting person's continued service at the company on the applicable vesting date.
 - (3) These securities are deferred restricted common unit awards. These securities will vest 100% on August 1, 2019, subject to the reporting person's continued service at the company on the vesting date.

Remarks:

Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, the reporting person herein states that this filing is true and correct. 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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