

SCHWARZMAN STEPHEN A

Form 4

December 20, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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 if no longer
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 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 *
 Blackstone Holdings II L.P.

(Last) (First) (Middle)

C/O THE BLACKSTONE
 GROUP, 345 PARK AVENUE

(Street)

NEW YORK, NY 10154

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
 Symbol

PBF Energy Inc. [PBF]

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

12/18/2012

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

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
 Applicable Line)

____ Form filed by One Reporting Person
 ____X____ 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)
				(A) or (D)			
			Code	V	Amount	(D)	Price

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

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 information contained in this form are not
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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A Units of PBF Energy Company LLC	(1)	12/18/2012	S		1,269,546.6		(1)	(1)	Class A Common Stock	1,269,546.6
Series A Units of PBF Energy Company LLC	(1)	12/18/2012	S		227,484.3		(1)	(1)	Class A Common Stock	227,484.3
Series A Units of PBF Energy Company LLC	(1)	12/18/2012	S		7,002.5		(1)	(1)	Class A Common Stock	7,002.5
Series A Units of PBF Energy Company LLC	(1)	12/18/2012	S		26,592.3		(1)	(1)	Class A Common Stock	26,592.3
Series A Units of PBF Energy Company LLC	(1)	12/18/2012	S		3,217.4		(1)	(1)	Class A Common Stock	3,217.4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Blackstone Holdings II L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154		X		
		X		

Blackstone Holdings I/II GP Inc
C/O THE BLACKSTONE GROUP
345 PARK AVENUE
NEW YORK, NY 10154

Blackstone Group L.P.
C/O THE BLACKSTONE GROUP
345 PARK AVENUE
NEW YORK, NY 10154

Blackstone Group Management L.L.C.
C/O THE BLACKSTONE GROUP
345 PARK AVENUE
NEW YORK, NY 10154

SCHWARZMAN STEPHEN A
C/O THE BLACKSTONE GROUP
345 PARK AVENUE
NEW YORK, NY 10154

Signatures

BLACKSTONE HOLDINGS II L.P., By: Blackstone Holdings I/II GP Inc., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 12/20/2012

__Signature of Reporting Person Date

BLACKSTONE HOLDINGS I/II GP INC., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 12/20/2012

__Signature of Reporting Person Date

THE BLACKSTONE GROUP L.P., By: Blackstone Group Management L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 12/20/2012

__Signature of Reporting Person Date

BLACKSTONE GROUP MANAGEMENT L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 12/20/2012

__Signature of Reporting Person Date

/s/ Stephen A. Schwarzman, STEPHEN A. SCHWARZMAN 12/20/2012

__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) Consists entirely of outstanding PBF LLC Series A Units. Pursuant to an exchange agreement the series A units of PBF Energy Company LLC (the "PBF LLC Series A Units") are exchangeable at any time for shares of Class A common stock, \$0.001 par value per share (the "Common Stock") of PBF Energy Inc. (the "Issuer") on a one-for-one basis, subject to equitable adjustments for stock splits, stock dividends and reclassifications. As the Reporting Person exchanges the Series A Units of PBF Energy Company LLC for shares of Class A Common Stock of PBF Energy Inc. pursuant to the exchange agreement, the voting power afforded to the Reporting Person by its share of Class B Common Stock of PBF Energy Inc. will be automatically and correspondingly reduced.

(2) The Blackstone Vehicles (as hereinafter defined) are comprised of the following entities: Blackstone PB Capital Partners V Subsidiary L.L.C. ("BPBCP V"), Blackstone PB Capital Partners V-AC L.P. ("BPBCP V-AC"), Blackstone Family Investment Partnership V USS L.P. ("BFIP V"), Blackstone Family Investment Partnership V-A USS SMD L.P. ("BFIP V-A"), and Blackstone Participation Partnership V USS L.P. ("BPP V", and together with BPBCP V, BPBCP V-AC, BFIP V and BFIP V-A, the "Blackstone Vehicles").

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- (3) Represents securities which are directly held by BPBCP V.
- (4) Represents securities which are directly held by BPBCP V-AC.
- (5) Represents securities which are directly held by BFIP V.
- (6) Represents securities which are directly held by BFIP V-A.
- (7) Represents securities which are directly held by BPP V.

- Blackstone PB Capital Partners V L.P. is the sole member of BPBCP V. Blackstone Management Associates V USS L.L.C. ("BMA") is the general partner of each of Blackstone PB Capital Partners V L.P. and BPBCP V-AC. BMA V USS L.L.C. is the sole member of
- (8) BMA. BCP V USS Side-by-Side GP L.L.C. ("BCP V GP L.L.C.") is the general partner of BFIP V and BPP V. Blackstone Holdings II L.P. holds the majority of membership interests in BMA V USS L.L.C. and is the sole member of BCP V GP L.L.C.

- The general partner of Blackstone Holdings II L.P. is Blackstone Holdings I/II GP Inc. The sole shareholder of Blackstone Holdings I/II GP Inc. is The Blackstone Group L.P. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C.,
- (9) which is in turn, wholly owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman. The general partner of BFIP V-A is Blackstone Family GP L.L.C., which is in turn, wholly owned by Blackstone's senior managing directors and controlled by its founder, Mr. Schwarzman.

- (10) Due to the limitations of the electronic filing system BPBCP V, BPBCP V-AC, BFIP V, BFIP V-A, BPP V, BCP V GP L.L.C., Blackstone Family GP L.L.C., Blackstone PB Capital Partners V L.P., BMA and BMA V USS L.L.C. are filing a separate Form 4.
- (11) Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.

- Each of such Reporting Persons may be deemed to beneficially own the securities beneficially owned by the Blackstone Vehicles directly or indirectly controlled by it or him, but each of the Reporting Persons, other than the Blackstone Vehicles as to their direct holdings of securities, disclaims beneficial ownership of the securities held by the Blackstone Vehicles except to the extent of such
- (12) Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons, other than the Blackstone Vehicles as to their direct holdings of securities, states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.

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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