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STONEMOR PARTNERS LP

Form 4 March 27, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

> January 31, 2005

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obligations may continue. See Instruction

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

1(b).

limited

(Print or Type Responses)

1. Name and Ad MILLER LA	2. Issuer Name and Ticker or Trading Symbol STONEMOR PARTNERS LP [STON]				0	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
	(First) MOR PARTN TERANS HIC		3. Date of Earliest Transaction (Month/Day/Year) 03/26/2008			X Director 10% OwnerX Officer (give title Other (specify below) President; CEO				
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
LEVITTOW	N, PA 19056							Person	More than One	Reporting
(City)	(State)	(Zip)	Table	I - Non-De	rivative S	ecurit	ties Acqu	iired, Disposed o	f, or Benefici	ially Owned
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Yo	ear) Execut any	eemed ion Date, if n/Day/Year)	3. Transaction Code (Instr. 8)	(Instr. 3,	ispose	d of (D)	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)
Common Units representing limited partner interests	03/26/2008			P	2,000		\$ 17.95	22,550	I	By Osiris Investments LP (1)
Common Units representing								26,110	D	

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partner interests

Common

Units representing

representing limited

partner interests

16,195 I

By LDLM Associates, LP (2)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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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. Transac Code (Instr. 8	5. tionNumber of) Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S	ate	7. Tit. Amou Under Secur (Instr	int of rlying	8. Price of Derivative Security (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Relationshins

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MILLER LAWRENCE							
C/O STONEMOR PARTNERS, L.P. 311 VETERANS HIGHWAY, SUITE B	X		President; CEO				

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

Signatures

LEVITTOWN, PA 19056

/s/ Shirley Herman, Attorney-in-Fact 03/27/2008

**Signature of Reporting Person Date

Reporting Owners 2

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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).
 - The general partner of Osiris Investments LP is Osiris Investments LLC. Lawrence Miller and William R. Shane are each a 50%
- (1) member of Osiris Investments LLC and share investment and voting power over the securities held by Osiris Investments LP. Mr. Miller and Mr. Shane file separate Section 16 reports.
- (2) The reporting person is a grantor and trustee of Miller Revocable Trust, which is the general partner of LDLM Associates, LP. The reporting person is also a limited partner of LDLM Associates, LP, holding 98% of its limited partner interests.

Remarks:

The filing of this statement shall not be construed as an admission (a) that the person filing this statement is, for the purposes of Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.