

STONEMOR PARTNERS LP
Form 4
November 07, 2008

FORM 4

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

OMB APPROVAL

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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 *
SHANE WILLIAM ROBERT

(Last) (First) (Middle)

2. Issuer Name **and** Ticker or Trading Symbol
STONEMOR PARTNERS LP [STON]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
EVP; Chief Financial Officer

C/O STONEMOR PARTNERS, L.P., 311 VETERANS HIGHWAY, SUITE B

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/05/2008

LEVITTOWN, PA 19056

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Units representing limited partner interests	11/05/2008		<u>J(1)</u>		10,599 A \$ 0 36,709	D	
Common Units representing limited	11/05/2008		<u>J(1)(2)</u>		15,991 A \$ 0 32,186	I	By Ten Twenty LP <u>(4)</u>

partner
interests

Common
Units
representing
limited
partner
interests

28,500 I

By Osiris
Investments
LP ⁽⁵⁾

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

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(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. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...)
				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
SHANE WILLIAM ROBERT C/O STONEMOR PARTNERS, L.P. 311 VETERANS HIGHWAY, SUITE B LEVITTOWN, PA 19056	X		EVP; Chief Financial Officer	

Signatures

/s/ Shirley Herman,
Attorney-in-Fact

11/06/2008

 **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) Pro rata distribution from CFSI LLC, of which each of the reporting person and Ten Twenty LP is a member.
- (2) Pro rata distribution from Cornerstone Family Services LLC, of which Ten Twenty LP is a member.
- (3) Represents 1,870 common units acquired by Ten Twenty LP in the pro rata distribution from CFSI LLC and 14,121 common units acquired by Ten Twenty LP in the pro rata distribution from Cornerstone Family Services LLC.
- (4) The reporting person is a general partner of Ten Twenty LP.
The general partner of Osiris Investments LP is Osiris Investments LLC. Lawrence Miller and William R. Shane are each a 50% 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.
- (5)

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.

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