

STONEMOR PARTNERS LP
Form 4
September 30, 2016

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 *
MCGRATH SEAN P

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/28/2016

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
CFO and Secretary

C/O STONEMOR PARTNERS L.P., 3600 HORIZON BOULEVARD

(Street)

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

TREVOSE, PA 19053

(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 representing limited partner interests	09/28/2016		M		2,774 <u>(1)</u> <u>(2)</u>	A	<u>(1)</u> <u>(2)</u> 3,774	D
Common units representing limited	09/28/2016		S ⁽³⁾		1,262	D	\$ 2,512 24.92 <u>(4)</u>	D

partner
interests

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. Amount or Number of Shares
Time Vested Units	(1) (2)	09/28/2016		M	2,774	(1)(2) (1)(2)	Common Units	2,774
Time Vested Units	(5)	09/28/2016		A	8,946	(5) (5)	Common Units	8,946

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCGRATH SEAN P C/O STONEMOR PARTNERS L.P. 3600 HORIZON BOULEVARD TREVOSSE, PA 19053			CFO and Secretary	

Signatures

/s/ Shirley Herman,
Attorney-in-Fact 09/30/2016

**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).

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- (1) The reporting person was granted 8,324 time vested units ("Time Vested Units") vesting in three equal annual installments pursuant to a Key Employee Unit Agreement (the "Agreement"), entered into as of December 31, 2015, by and between StoneMor GP LLC, a general partner of StoneMor Partners L.P., and the reporting person. Each Time Vested Unit represents a contingent right to receive one common unit representing a limited partner interest conditioned upon satisfying certain time and other conditions.
- (2) On September 28, 2016, 2,774 Time Vested Units vested pursuant to the Agreement.
- (3) The sales reported in this Form 4 were effected pursuant to the reporting person's Rule 10b5-1 trading plan, adopted on March 4, 2016, solely to satisfy the reporting person's tax obligations related to the vesting of Time Vested Units.

The price reported in Column 4 is a weighted average price. The common units were sold in multiple transactions at prices ranging from \$24.85-25.05 inclusive. The reporting person undertakes to provide to StoneMor Partners L.P., any holder of common units of StoneMor Partners L.P., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of common units sold at each separate price within the range set forth in this footnote to this Form 4.
- (5) The reporting person was granted 8,946 Time Vested Units vesting in three equal annual installments pursuant to a Key Employee Unit Agreement, entered into as of September 28, 2016, by and between StoneMor GP LLC, a general partner of StoneMor Partners L.P., and the reporting person. Each Time Vested Unit represents a contingent right to receive one common unit representing a limited partner interest conditioned upon satisfying certain time and other conditions.

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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