

STONEMOR PARTNERS LP  
Form 4  
April 03, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
GRUNEBAUM PETER

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)  
04/01/2014

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

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

(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

LEVITTOWN, PA 19056

(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 Indirect Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
|   |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Units representing limited partner interests | 04/01/2014                           |  | M                              |   | 8,520.514   | A  | (1)  |
| Common Units representing limited                   | 04/01/2014                           |  | M                              |   | 6,842.522   | A  | (2)  |

partner  
interests

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** 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 (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                   |               | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                        |
|--|--|--------------------------------------|--|--------------------------------|--|---------------|--|---|------------------------|
|  |  |                                      |  |                                | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |               |  | Title   | Amount Number Shares   |
| Restricted Phantom Units                   | (1)  | 04/01/2014                           |  | M                              | V  | (A) 8,520.514 | (3)  | (4)   | common units 8,520.514 |
| Distribution Equivalent Rights             | (2)  | 04/01/2014                           |  | M                              |  | (D) 6,842.522 | (5)  | (6)   | common units 6,842.522 |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

GRUNEBAUM PETER  
C/O STONEMOR PARTNERS L.P.  
311 VETERANS HIGHWAY, SUITE B  
LEVITTOWN, PA 19056

X

## Signatures

/s/ Shirley Herman,  
Attorney-in-Fact

04/03/2014

\*\*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) The reporting person received restricted phantom units pursuant to the StoneMor Partners L.P. Long-Term Incentive Plan, as amended, in lieu of payment of a portion of his annual director's retainer fee. Restricted phantom units were settled for common units representing limited partner interests upon the retirement of the reporting person as a director, along with a cash payment for any remaining

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fractional unit amount. Each restricted phantom unit representing limited partner interests was the economic equivalent of one common unit representing limited partner interests.

- The distribution equivalent rights accrued on restricted phantom units and were settled for common units representing limited partner interests upon the retirement of the reporting person as a director, along with a cash payment for any remaining fractional unit amount. Each distribution equivalent right was the economic equivalent of one common unit representing limited partner interests.
- (2) See Footnote 1.
  - (3) See Footnote 1.
  - (4) See Footnote 2.
  - (5) See Footnote 2.
  - (6) See Footnote 2.

### **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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