

STONEMOR PARTNERS LP

Form 4

September 11, 2014

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLER LAWRENCE

(Last) (First) (Middle)

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

(Street)

LEVITTOWN, PA 19056

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/09/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President; CEO

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 Beneficial Ownership (Instr. 4)
Common Units representing limited partner interests	09/09/2014		M	175,000	A \$ 18.8	266,383	D
Common Units representing limited	09/09/2014		D	125,813	D \$ 26.15	140,570	D

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partner
interests

Common
Units
representing
limited
partner
interests

09/09/2014

S⁽¹⁾

23,795

D

\$

26.01

116,775

D

⁽²⁾

Common
Units
representing
limited
partner
interests

64,167

I

By LDLM
Associates,
LP ⁽³⁾

Common
Units
representing
limited
partner
interests

28,500

I

By Osiris
Investments,
LP ⁽⁴⁾

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
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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 (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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N S
Unit Appreciation Right	\$ 18.8	09/09/2014		M		175,000		⁽⁵⁾	12/16/2014	Common Units representing limited partner interests	1

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 LEVITTOWN, PA 19056	X		President; CEO	

Signatures

/s/ Shirley Herman,
Attorney-in-Fact

09/11/2014

__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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 12, 2014 solely to satisfy the reporting person's tax obligations related to the exercise of Unit Appreciation Rights ("UARs").

The price reported in Column 4 is a weighted average price. The common units representing limited partner interests ("Common Units") were sold in multiple transactions at prices ranging from \$25.96-26.10, inclusive. The reporting person undertakes to provide to

- (2) 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 (2) to this Form 4.

- (3) 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.

- (4) 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) The reporting person was granted 175,000 UARs pursuant to a Unit Appreciation Rights Agreement (the "Agreement"), dated as of December 16, 2009, under the StoneMor Partners L.P. Long-Term Incentive Plan, as amended, between the reporting person and StoneMor GP LLC. All of the UARs granted pursuant to the Agreement vested pursuant to a formula set forth in the Agreement.

Remarks:

The filing of this statement shall not be construed as an admission (a) that the person filing this statement is, for the purpose 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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