

STONEMOR PARTNERS LP
Form 4
March 20, 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 *
FREEDMAN ALLEN

(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)
03/19/2008

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)

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)
			Code	V	Amount (A) or (D) Price		
Common units representing limited partner interests	03/19/2008		P		1,000 A \$ 17.56	I	By wife
Common units representing limited	03/19/2008		P		398 A \$ 17.62	I	By wife

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partner interests									
Common units representing limited partner interests	03/19/2008	P	300	A	\$ 17.52	13,996	I	By wife	
Common units representing limited partner interests	03/19/2008	P	600	A	\$ 17.54	14,596	I	By wife	
Common units representing limited partner interests	03/19/2008	P	100	A	\$ 17.47	14,696	I	By wife	
Common units representing limited partner interests	03/19/2008	P	300	A	\$ 17.51	14,996	I	By wife	
Common units representing limited partner interests	03/19/2008	P	100	A	\$ 17.49	15,096	I	By wife	
Common units representing limited partner interests	03/19/2008	P	156	A	\$ 17.53	15,252	I	By wife	
Common units representing limited partner interests	03/19/2008	P	494	A	\$ 17.48	15,746	I	By wife	
Common units representing	03/19/2008	P	83	A	\$ 17.43	15,829	I	By wife	

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limited partner interests								
Common units representing limited partner interests	03/19/2008	P	67	A	\$ 17.44	15,896	I	By wife
Common units representing limited partner interests	03/19/2008	P	502	A	\$ 17.63	16,398	I	By wife
Common units representing limited partner interests	03/19/2008	P	3,501	A	\$ 17.55	19,899	I	By wife
Common units representing limited partner interests	03/19/2008	P	899	A	\$ 17.6	20,798	I	By wife
Common units representing limited partner interests	03/19/2008	P	1,000	A	\$ 17.5	21,798	I	By wife
Common units representing limited partner interests						2,684	D	

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

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(9-02)

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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. 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. Number of Derivative Securities Beneficially Owned (Instr. 5)
				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

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

X

Signatures

/s/ Shirley Herman,
Attorney-in-Fact

03/20/2008

**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).

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 this Form, a reporting person. (b) that the person filing this statement is, for the purposes of this Form, a beneficial owner of the securities of the issuer. (c) that the person filing this statement is, for the purposes of this Form, a reporting person of the issuer.

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.