STONEMOR PARTNERS LP

Form 4 March 31, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, 2005

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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

1(b).

(Print or Type Responses)

1. Name and Ad MILLER LA	Symbol	STONEMOR PARTNERS LP					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of (Month/Da	Earliest Transaction y/Year)			_X_ Director 10% OwnerX_ Officer (give title Other (specify			
C/O STONE L.P., 311 VE SUITE B	03/28/2008					below) below) President; CEO				
	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
LEVITTOW	N, PA 19056							Person	More than One	Reporting
(City)	(State)	(Zip)	Table	I - Non-De	erivative S	Securi	ties Acqu	uired, Disposed o	f, or Benefic	ally Owned
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Execut any	eemed tion Date, if h/Day/Year)	Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose	d of (D)	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	03/28/2008			Р	500	A	\$ 17.55	24,050	I	By Osiris Investments LP (1)
Common Units representing limited	03/28/2008			P	700	A	\$ 17.77	24,750	I	By Osiris Investments LP (1)

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partner interests									
Common Units representing limited partner interests	03/28/2008	P	800	A	\$ 18.29	25,550	I	By Osiris Investments LP (1)	
Common Units representing limited partner interests	03/28/2008	Р	950	A	\$ 17.82	26,500	I	By Osiris Investments LP (1)	
Common Units representing limited partner interests	03/28/2008	P	1,000	A	\$ 17.7	27,500	I	By Osiris Investments LP (1)	
Common Units representing limited partner interests	03/28/2008	P	1,000	A	\$ 17.6	28,500	I	By Osiris Investments LP (1)	
Common Units representing limited partner interests						26,110	D		
Common Units representing limited partner interests						16,195	I	By LDLM Associates, LP (2)	
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					SEC 1474 (9-02)	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

number.

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)			ate	7. Title Amoun Under	nt of lying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative Security				Securities Acquired			(Instr.	3 and 4)		Owne Follo
					(A) or Disposed						Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
					4, and 3)				Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address	Relationships						
reporting owner runter reduces	Director	10% Owner	Officer	Other			
MILLER LAWRENCE C/O STONEMOR PARTNERS, L.P. 311 VETERANS HIGHWAY, SUITE B LEVITTOWN, PA 19056	X		President; CEO				

Date

Signatures

/s/ Shirley Herman, Attorney-in-Fact 03/31/2008

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).
 - The general partner of Osiris Investments LP is Osiris Investments LLC. Lawrence Miller and William R. Shane are each a 50%
- (1) 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.
- 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.

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. 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.

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