STONEMOR PARTNERS LP

Form 4

July 03, 2014

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person * SLAYEN HOWARD T	2. Issuer Name **and** Ticker or Trading Symbol **STONEMOR PARTNERS LP** **[STON]**	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) __X__ Director _____ 10% Owner _____ Officer (give title _____ Other (specify below) below)
(Last) (First) (Middle) C/O STONEMOR PARTNERS L.P., 311 VETERANS HWY	3. Date of Earliest Transaction (Month/Day/Year) 07/01/2014	
(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 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Units representing limited partner interests	07/01/2014		M		613.2477	A	(1)	613.2477	D	
Common Units representing limited partner	07/01/2014		M		7.5586	A	(2)	620.8063	D	

interests

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

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Restricted Phantom Units	(1)	07/01/2014		M		613.2477		(3)	(3)	common units	613.247
Distribution Equivalent Rights	(2)	07/01/2014		M		7.5586		(4)	(4)	common units	7.5586

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SLAYEN HOWARD T C/O STONEMOR PARTNERS L.P. 311 VETERANS HWY LEVITTOWN, PA 19056	X			

Signatures

/s/ Shirley Herman, Attorney-in-Fact	07/03/2014
**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 resignation of the reporting person as a director, along with a cash payment for any remaining

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

(2) The distribution equivalent rights accrued on restricted phantom units and were settled for common units representing limited partner interests upon the resignation 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.

(3) See Footnote 1.

(4) 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

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.

Explanation of Responses: 3