

STONEMOR PARTNERS LP  
 Form 4  
 September 11, 2014

**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 \*  
 Yost Timothy K.

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 CFO and Secretary

(Last) (First) (Middle)  
 C/O STONEMOR PARTNERS  
 L.P., 311 VETERANS HIGHWAY,  
 SUITE B

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

(Street)  
 LEVITTOWN, PA 19056

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

(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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|   |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |
| Common Units representing limited partner interests | 09/09/2014                           |  | M                              |   | 25,000  | A  | \$ 18.8                           |
| Common Units representing limited                   | 09/09/2014                           |  | D                              |   | 17,974  | D  | \$ 26.15                          |
|   |                                      |  |                                |   | 33,567  | D  |                                   |
|   |                                      |  |                                |   | 15,593  | D  |                                   |

partner  
interests

Common  
Units  
representing  
limited  
partner  
interests

|            |                  |       |   |                           |        |   |
|------------|------------------|-------|---|---------------------------|--------|---|
| 09/09/2014 | S <sup>(1)</sup> | 3,400 | D | \$<br>26.01<br><u>(2)</u> | 12,193 | D |
|------------|------------------|-------|---|---------------------------|--------|---|

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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Unit Appreciation Right                    | \$ 18.8  | 09/09/2014                           |  | M                              | 25,000  | <u>(3)</u> 12/16/2014                                    | Common Units representing limited partner interests           |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| Yost Timothy K.<br>C/O STONEMOR PARTNERS L.P.<br>311 VETERANS HIGHWAY, SUITE B<br>LEVITTOWN, PA 19056 |               |           | CFO and Secretary |       |

## 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 \$25.95-26.10, 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.  
  
The reporting person was granted 25,000 UARs pursuant to a Unit Appreciation Rights Agreement (the "Agreement"), dated as of  
- (3) 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 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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