

STONEMOR PARTNERS LP
Form 4
February 10, 2011

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 *
MDC IV Trust U/T/A November 30, 2010

(Last) (First) (Middle)
950 TOWER LANE, SUITE 800
(Street)

FOSTER CITY, CA 94404

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/09/2011

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)
See footnote (2)

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	02/09/2011		S		1,784,203	D	\$ 28.01 0
Common units representing limited partner interests	02/09/2011		S		36,712	D	\$ 28.01 0

Common units representing limited partner interests	02/09/2011	S	28,451	D	\$ 28.01	0	D <u>(1)</u> <u>(2)</u> <u>(5)</u>
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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.

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(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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
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				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MDC IV Trust U/T/A November 30, 2010 950 TOWER LANE, SUITE 800 FOSTER CITY, CA 94404				See footnote (2)
MDC IV Associates Trust U/T/A November 30, 2010 950 TOWER LANE, SUITE 800 FOSTER CITY, CA 94404				See footnote (2)
Delta Fund Trust U/T/A November 30, 2010 950 TOWER LANE, SUITE 800 FOSTER CITY, CA 94404				See footnote (2)

Signatures

/s/ MDC IV Trust U/T/A November 30, 2010, by Wilmington Trust FSB, as Trustee, by Joseph H. Clark, Vice President	02/10/2011
__Signature of Reporting Person	Date
/s/ MDC IV Associates Trust U/T/A November 30, 2010, by Wilmington Trust FSB, as Trustee, by Joseph H. Clark, Vice President	02/10/2011
__Signature of Reporting Person	Date
/s/ Delta Trust U/T/A November 30, 2010, by Wilmington Trust FSB, as Trustee, by Joseph H. Clark, Vice President	02/10/2011
__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).
- MDC IV Trust U/T/A November 30, 2010 ("MDC IV Trust"), MDC IV Associates Trust U/T/A November 30, 2010 ("MDC IVA Trust") and Delta Trust U/T/A November 30, 2010 ("Delta Trust") are collectively referred to as the "Trusts." Voting and investment decisions
- (1) for each of the Trusts are directed by Gen4 Trust Advisor LLC, a Delaware limited liability company (the "Trust Advisor"), of which Mr. Robert B. Hellman Jr. serves as the sole member and, in such capacity, has investment and voting control over the securities held by the Trusts. The Trust Advisor and Mr. Hellman file Section 16 reports separately from the Trusts.
 - (2) Prior to the completion of the transactions reported herein, the Trusts may have been deemed to be a Section 13(d) group that beneficially owned greater than 10% of the outstanding common units representing limited partner interests of StoneMor.
 - (3) The securities were held directly by MDC IV Trust.
 - (4) The securities were held directly by MDC IVA Trust.
 - (5) The securities were held directly by Delta Trust.

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.