

STONEMOR PARTNERS LP
Form 4
September 30, 2016

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 *
MCGRATH SEAN P

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/28/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CFO and Secretary

C/O STONEMOR PARTNERS L.P., 3600 HORIZON BOULEVARD

(Street)

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

TREVOSE, PA 19053

(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	(A) or (D)	Price	
Common units representing limited partner interests	09/28/2016		M		2,774 <u>(1)</u> <u>(2)</u>	A	<u>(1)</u> <u>(2)</u> 3,774	D
Common units representing limited	09/28/2016		S ⁽³⁾		1,262	D	\$ 2,512 24.92 <u>(4)</u>	D

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- (1) The reporting person was granted 8,324 time vested units ("Time Vested Units") vesting in three equal annual installments pursuant to a Key Employee Unit Agreement (the "Agreement"), entered into as of December 31, 2015, by and between StoneMor GP LLC, a general partner of StoneMor Partners L.P., and the reporting person. Each Time Vested Unit represents a contingent right to receive one common unit representing a limited partner interest conditioned upon satisfying certain time and other conditions.
- (2) On September 28, 2016, 2,774 Time Vested Units vested pursuant to the Agreement.
- (3) The sales reported in this Form 4 were effected pursuant to the reporting person's Rule 10b5-1 trading plan, adopted on March 4, 2016, solely to satisfy the reporting person's tax obligations related to the vesting of Time Vested Units.
- (4) The price reported in Column 4 is a weighted average price. The common units were sold in multiple transactions at prices ranging from \$24.85-25.05 inclusive. The reporting person undertakes to provide to 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 to this Form 4.
- (5) The reporting person was granted 8,946 Time Vested Units vesting in three equal annual installments pursuant to a Key Employee Unit Agreement, entered into as of September 28, 2016, by and between StoneMor GP LLC, a general partner of StoneMor Partners L.P., and the reporting person. Each Time Vested Unit represents a contingent right to receive one common unit representing a limited partner interest conditioned upon satisfying certain time and other conditions.

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.