#### STONEMOR PARTNERS LP

Form 4

November 15, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

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subject to Section 16. Form 4 or Form 5 obligations

if no longer

Check this box

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

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading

Issuer

below)

5. Relationship of Reporting Person(s) to

FREEDMAN ALLEN

Symbol STONEMOR PARTNERS LP

(Check all applicable)

[STON]

(Last) (First) 3. Date of Earliest Transaction

4. If Amendment, Date Original

X\_ Director 10% Owner Officer (give title Other (specify

(Month/Day/Year) 11/13/2007

C/O STONEMOR PARTNERS

(Street)

L.P., 155 RITTENHOUSE CIRCLE

(Middle)

(Zip)

6. Individual or Joint/Group Filing(Check

(Instr. 4)

Applicable Line)

Filed(Month/Day/Year) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

BRISTOL, PA 19007

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(State)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

Reported Transaction(s)

(A) (Instr. 3 and 4)

or

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative

Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of **TransactionDerivative** 

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of **Underlying Securities** 

### Edgar Filing: STONEMOR PARTNERS LP - Form 4

| Security (Instr. 3)            | or Exercise<br>Price of<br>Derivative<br>Security |            | any<br>(Month/Day/Year) | Code (Instr. 8) | Securities<br>Acquired (A)<br>Disposed of (Instr. 3, 4, a<br>5) | (D) | (Month/Day/Year)    |                    | (Instr. 3 and 4) |                                  |
|--------------------------------|---|------------|-------------------------|-----------------|---|-----|---------------------|--------------------|------------------|----------------------------------|
|                                |   |            |                         | Code V          | (A)   | (D) | Date<br>Exercisable | Expiration<br>Date | Title            | Amount or<br>Number of<br>Shares |
| Restricted<br>Phantom<br>Units | (1)   | 11/13/2007 |                         | A               | 133.2623  |     | (2)                 | <u>(3)</u>         | common<br>units  | 133.2623                         |

## **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |         |       |  |  |  |
|---|---------------|-----------|---------|-------|--|--|--|
| . 9   | Director      | 10% Owner | Officer | Other |  |  |  |
| FREEDMAN ALLEN<br>C/O STONEMOR PARTNERS L.P.<br>155 RITTENHOUSE CIRCLE<br>BRISTOL, PA 19007 | X             |           |         |       |  |  |  |

# **Signatures**

/s/ Shirley Herman, Attorney-in-Fact

\*\*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).
- Each restricted phantom unit representing limited partner interests is the economic equivalent of one common unit representing limited partner interests. Restricted phantom units become payable, in cash or common units, at the election of the issuer, upon the separation of the reporting person from service as a director or upon the occurrence of certain other events specified in Section 409A of the Internal Revenue Code of 1986, as amended.
- (2) See Footnote 1.
- (3) See Footnote 1.

#### **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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