

HELLMAN ROBERT B JR
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 *
HELLMAN ROBERT B JR

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)
950 TOWER LANE, SUITE 800
(Street)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

FOSTER CITY, CA 94404

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 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 |

by MDC IV Trust U/T/A November 30, 2010 ⁽¹⁾ ₍₂₎
by MDC IV Associates Trust U/T/A November

| | | | | | | | | |
|---|------------|---|--------|---|----------|-------|---|--|
| Common units representing limited partner interests | 02/09/2011 | S | 28,451 | D | \$ 28.01 | 0 | I | 30, 2010 ⁽¹⁾ <u>(3)</u> by Delta Trust U/T/A November 30, 2010 ⁽¹⁾ <u>(4)</u> |
| Common units representing limited partner interests | | | | | | 5,000 | 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.

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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. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HELLMAN ROBERT B JR 950 TOWER LANE, SUITE 800 FOSTER CITY, CA 94404 | X | | | |

Signatures

/s/ Robert B.
Hellman, Jr.

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 Trusts and the Trust Advisor file Section 16 reports separately from Mr. Hellman.
 - (2) The securities were held directly by MDC IV Trust. Mr. Hellman is a beneficiary of MDC IV Trust and disclaims beneficial ownership over the securities sold by MDC IV Trust except to the extent of his proportionate pecuniary interest therein.
 - (3) The securities were held directly by MDC IVA Trust. Mr. Hellman is a beneficiary of MDC IVA Trust and disclaims beneficial ownership over the securities sold by MDC IVA Trust except to the extent of his proportionate pecuniary interest therein.
 - (4) The securities were held directly by Delta Trust. Mr. Hellman is a beneficiary of Delta Trust and disclaims beneficial ownership over the securities sold by Delta Trust except to the extent of his proportionate pecuniary interest therein.

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.