

STONEMOR PARTNERS LP
Form 4
January 05, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
MILLER LAWRENCE

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)
12/31/2015

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

C/O STONEMOR PARTNERS,
L.P., 311 VETERANS HIGHWAY,
SUITE B

(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

LEVITTOWN, PA 19056

(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	(D)	Price
Common units representing limited partner interests	12/31/2015		A		7,228 <u>(1)</u>	A	\$ 0 <u>(1)</u>
Common units representing limited	12/31/2015		M		7,227 <u>(2)</u> <u>(3)</u>	A	<u>(2)</u> <u>(3)</u>

partner
interests

Common
units
representing
limited
partner
interests

64,167 I

By LDLM
Associates,
LP ⁽⁴⁾

Common
units
representing
limited
partner
interests

28,500 I

By Osiris
Investments,
LP ⁽⁵⁾

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)	8. Pr Deriv Secur (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Time Vested Units	<u>(2)</u>	12/31/2015		A	21,681	<u>(2)</u>	<u>(2)</u>	Common Units	21,681
Time Vested Units	<u>(2)</u>	12/31/2015		M	7,227	<u>(2)</u>	<u>(2)</u>	Common Units	7,227

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
X		President; CEO	

MILLER LAWRENCE
C/O STONEMOR PARTNERS, L.P.
311 VETERANS HIGHWAY, SUITE B
LEVITTOWN, PA 19056

Signatures

/s/ Shirley Herman,
Attorney-in-Fact

01/05/2016

__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).

On December 31, 2015, the reporting person was granted performance vested units ("Performance Vested Units") vesting in three installments pursuant to a Key Employee Unit 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 (the "Agreement"). Each Performance Vested Unit represents a contingent right to receive one common unit representing a limited partner interest ("Common Unit") conditioned upon satisfying certain performance and other conditions. On December 31, 2015, 7,228 Performance Vested Units vested pursuant to the Agreement, except that the issuance of certificates evidencing Common Units is conditioned upon satisfying (i) certain provisions of the StoneMor Partners L.P. 2014 Long-Term Incentive Plan (the "Plan") and (ii) the payment of all applicable taxes.
- (1) On December 31, 2015, the reporting person was granted 21,681 time vested units ("Time Vested Units") vesting in three equal annual installments pursuant to the Agreement. Each Time Vested Unit represents a contingent right to receive one Common Unit conditioned upon satisfying certain time and other conditions.
- (2) On December 31, 2015, 7,227 Time Vested Units vested pursuant to the Agreement, except that the issuance of certificates evidencing Common Units is conditioned upon satisfying (i) certain provisions of the Plan and (ii) the payment of all applicable taxes.
- (3) The reporting person is a grantor and trustee of Miller Revocable Trust, which is the general partner of LDLM Associates, LP. The reporting person is also a limited partner of LDLM Associates, LP, holding 98% of its limited partner interests.
- (4) The general partner of Osiris Investments, LP is Osiris Investments LLC. Lawrence Miller and William R. Shane are each a 50% member of Osiris Investments LLC and share investment and voting power over the securities held by Osiris Investments, LP. Mr. Miller and Mr. Shane file separate Section 16 reports.

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.