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STONEMOR PARTNERS LP

Form 4

August 18, 2016

FORM 4

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

OMB Number:

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OMB APPROVAL

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January 31,

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if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Section 16.

Form 5 obligations may continue. See Instruction

Check this box

subject to

Form 4 or

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CARVER HOWARD L

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

below)

Symbol

STONEMOR PARTNERS LP

(Check all applicable)

[STON]

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

X_ Director Officer (give title

10% Owner Other (specify

(Middle)

(Zip)

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

(Street)

4. If Amendment, Date Original

Applicable Line)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Month/Day/Year)

08/17/2016

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

TREVOSE, PA 19053

(City) (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

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

Execution Date, if

(Month/Day/Year)

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

5. Amount of Securities Beneficially Owned Following

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

(Instr. 4)

(9-02)

(A)

Reported Transaction(s)

Code V Amount (D) Price

(Instr. 3 and 4)

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

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exer	cisable and	7. Title and	Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onDerivative	Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Securities	(Month/Day	/Year)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or				
	Derivative				Disposed of (D)				
	Security				(Instr. 3, 4, and				
					5)				
				Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Phantom Units	<u>(1)</u>	08/17/2016		A	328.4072	(2)	(2)	common units	328.4072 (3)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CARVER HOWARD L C/O STONEMOR PARTNERS L.P. 3600 HORIZON BOULEVARD TREVOSE, PA 19053



Signatures

/s/ Shirley Herman, Attorney-in-Fact

08/18/2016

**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).
- 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.
- The reporting person received these restricted phantom units pursuant to the StoneMor Partners L.P. 2014 Long-Term Incentive Plan in lieu of payment to the reporting person of \$8,000 which represents a portion of his annual director's retainer fee.
- Represents restricted phantom units allocated to the reporting person's deferred compensation account, including distribution equivalent rights that accrued under StoneMor Partners L.P. 2014 Long-Term Incentive Plan and under StoneMor Partners L.P. Long-Term Incentive Plan, as amended, credited to such person's deferred compensation account in the form of phantom units and accrued on all phantom units allocated or credited to such account.

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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