

STONEMOR PARTNERS LP

Form 4

September 11, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Yost Timothy K.

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)
09/09/2014

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

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)
____X____ 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. Code	4. Securities Acquired or Disposed of (D) (Instr. 8)	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)
Common Units representing limited partner interests	09/09/2014		M	25,000 A	\$ 18.8 33,567	D	
Common Units representing limited	09/09/2014		D	17,974 D	\$ 15,593 26.15	D	

partner
interests

Common

Units

representing

limited

partner

interests

09/09/2014

S⁽¹⁾

3,400

D

\$

26.01

12,193

D

⁽²⁾

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

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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 Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Unit Appreciation Right	\$ 18.8	09/09/2014		M	25,000	<u>(3)</u>	12/16/2014	Common Units representing limited partner interests	25

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Yost Timothy K.
C/O STONEMOR PARTNERS L.P.
311 VETERANS HIGHWAY, SUITE B
LEVITTOWN, PA 19056

CFO and Secretary

Signatures

/s/ Shirley Herman,
Attorney-in-Fact

09/11/2014

__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).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 12, 2014 solely to satisfy the reporting person's tax obligations related to the exercise of Unit Appreciation Rights ("UARs").

The price reported in Column 4 is a weighted average price. The common units representing limited partner interests ("Common Units") were sold in multiple transactions at prices ranging from \$25.95-26.10, inclusive. The reporting person undertakes to provide to
- (2) 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 (2) to this Form 4.
- (3) The reporting person was granted 25,000 UARs pursuant to a Unit Appreciation Rights Agreement (the "Agreement"), dated as of December 16, 2009, under the StoneMor Partners L.P. Long Term Incentive Plan, as amended, between the reporting person and StoneMor GP LLC. All of the UARs granted pursuant to the Agreement vested pursuant to a formula set forth in the Agreement.

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.

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