

STONEMOR PARTNERS LP

Form 4

May 14, 2015

**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 \*  
**FREEDMAN ALLEN**

(Last) (First) (Middle)

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

(Street)

**LEVITTOWN, PA 19056**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
 Symbol  
**STONEMOR PARTNERS LP**  
**[STON]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**05/12/2015**

4. If Amendment, Date Original  
 Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
 Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
 Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
 Person

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
|                                       |   |   | 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  
 information contained in this form are not  
 required to respond unless the form  
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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)*

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(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                      | <u>(1)</u>   | 05/12/2015                              |   | A                                    |   | 677.9661   |     | <u>(2)</u>  | <u>(2)</u>         | common<br>units | 677.9661<br><u>(3)</u>           |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| FREEDMAN ALLEN<br>C/O STONEMOR PARTNERS L.P.<br>311 VETERANS HIGHWAY, SUITE B<br>LEVITTOWN, PA 19056 | X             |           |         |       |

## Signatures

/s/ Shirley Herman,  
Attorney-in-Fact

Signature of Reporting Person \_\_\_\_\_ Date \_\_\_\_\_

### Explanation of Responses:

- |     |   |
|-----|---|
| **  | <p>If the form is filed by more than one reporting person, <i>see</i> Instruction 4(b)(v).</p>  |
| **  | <p>Intentional misstatements or omissions of facts constitute Federal Criminal Violations. <i>See</i> 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).</p>   |
| (1) | <p>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.</p> |
| (2) | <p>See Footnote 1.</p>  |
| (3) | <p>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 \$20,000 which represents a portion of his annual director's retainer fee.</p>   |
| (4) | <p>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.</p>  |

**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 this statement, a person who is a member of the public; or (b) that the person filing this statement is, for the purposes of this statement, a person who is a member of the public.

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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