

STONEMOR PARTNERS LP  
Form 4  
March 27, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Meyers David

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)  
03/25/2015

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

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|   |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Units representing limited partner interests | 03/25/2015                           |  | M                              |   | 8,854   | A  | \$ 25.61                          |
| Common Units representing limited                   | 03/25/2015                           |  | D                              |   | 7,923   | D  | \$ 28.62                          |
|   |                                      |  |                                |   | 931   |  |                                   |

partner  
interests

Common

Units

representing

limited

partner

interests

03/27/2015

S

526

D

\$

28.65

405

D

(1)

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Unit Appreciation Right                    | \$ 25.61   | 03/25/2015                           |  | M                              | 8,854   | (2) 10/22/2018   | Common Units representing limited partner interests 8,854     |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

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

COO

## Signatures

/s/ Shirley Herman,  
Attorney-in-Fact

03/27/2015

\_\_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 price reported in Column 4 is a weighted average price. The Common Units were purchased in multiple transactions at prices ranging from \$28.64-28.65 inclusive. The reporting person undertakes to provide to 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 purchased at each separate price within the range set forth in this footnote (1) to this Form 4.
- (2) The reporting person was granted 25,000 Unit Appreciation Rights ("UARs") pursuant to a Unit Appreciation Rights Agreement (the "Agreement"), dated as of October 22, 2013, under the StoneMor Partners L.P. Long-Term Incentive Plan, as amended, between the reporting person and StoneMor GP LLC, the general partner of StoneMor Partners L.P. All of the UARs granted pursuant to the Agreement vest 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 purpose 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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