

MILLER LAWRENCE
 Form 4
 November 09, 2012

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

(Last) (First) (Middle)
 C/O STONEMOR PARTNERS,
 L.P., 311 VETERANS HIGHWAY,
 SUITE B
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/07/2012

LEVITTOWN, PA 19056
 (City) (State) (Zip)

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

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)		
				(A) or (D)	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 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)

Edgar Filing: MILLER LAWRENCE - Form 4

Table with 8 columns: 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. Title and Amount of Underlying Securities (Instr. 3 and 4). Row 1: Restricted Phantom Unit, (1), 11/07/2012, A, 45,000, (2), (3), Common Units, 45,000.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address, Relationships. Sub-headers for Relationships: Director, 10% Owner, Officer, Other. Row 1: MILLER LAWRENCE, C/O STONEMOR PARTNERS, L.P., 311 VETERANS HIGHWAY, SUITE B, LEVITTOWN, PA 19056, X, President; CEO.

Signatures

/s/ Shirley Herman, Attorney-in-Fact, 11/09/2012. Legend: **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 reporting person was granted 45,000 restricted phantom units on a one-time basis pursuant to an Executive Restricted Phantom Unit Agreement (the "Executive Agreement"), dated as of November 7, 2012, 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. Each Unit of restricted phantom units 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 an executive or upon the occurrence of certain other events specified in the Executive Agreement.
(2) The grant vests in three equal annual installments beginning on November 7, 2013, which is the first anniversary of the date of grant.
(3) See Footnote 1.
(4) Represents restricted phantom units allocated to the reporting person's deferred compensation account, including distribution equivalent rights 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.

Edgar Filing: MILLER LAWRENCE - Form 4

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.