

STONEMOR PARTNERS LP
Form 4
November 07, 2008

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 *
McCown George Edwin

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)
950 TOWER LANE, SUITE 800
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/05/2008

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

FOSTER CITY, CA 94404

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

(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 Indirect Beneficial Ownership (Instr. 4) | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Units representing limited partnership interests | 11/05/2008 | | J ⁽¹⁾ | | 1,059,946 | D | \$ 0 <u>(1)</u> 0 | I | By CFSI LLC ⁽²⁾ ⁽³⁾ |
| Common Units representing limited partnership interests | 11/05/2008 | | J ⁽⁴⁾ | | 900,955 | A | \$ 0 <u>(4)</u> 900,955 | I | By Cornerstone Family Services LLC ⁽²⁾ ⁽³⁾ |

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| | | | | | | | | |
|---|------------|------------------|---------|---|--------------------|---------|---|--|
| Common Units representing limited partnership interests | 11/05/2008 | J ⁽⁵⁾ | 900,955 | D | \$ 0 <u>(5)</u> | 0 | I | By Cornerstone Family Services LLC ⁽²⁾ ⁽³⁾ |
| Common Units representing limited partnership interests | 11/05/2008 | J ⁽⁶⁾ | 892,102 | A | \$ 0 <u>(6)</u> | 903,490 | I | By Fund ⁽²⁾ <u>(3)</u> <u>(6)</u> |
| Common Units representing limited partnership interests | 11/05/2008 | J ⁽⁷⁾ | 18,356 | A | \$ 0 <u>(7)</u> | 18,356 | I | By Fund ⁽²⁾ <u>(3)</u> <u>(7)</u> |
| Common Units representing limited partnership interests | 11/05/2008 | J ⁽⁸⁾ | 14,226 | A | \$ 0 <u>(8)</u> | 14,226 | I | By Fund ⁽²⁾ <u>(3)</u> <u>(8)</u> |
| Common Units representing limited partnership interests | | | | | | 5,000 | D | |

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)

| 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, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|

4, and 5)

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or |
|------|---|-----|-----|------------------|-----------------|-------|------------------|
| | | | | | | | Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| McCown George Edwin 950 TOWER LANE SUITE 800 FOSTER CITY, CA 94404 | | X | | |

Signatures

/s/ George E.
McCown

11/06/2008

**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) Pro rata distribution by CFSI LLC, a Delaware limited liability company ("CFSI") to its members of common units representing limited partner interests in StoneMor Partners L.P. ("StoneMor").

McCown De Leeuw & Co. IV, L.P., a California limited partnership ("MDCIV"), McCown De Leeuw & Co. IV Associates, L.P., a California limited partnership ("MDCIVA"), and Delta Fund LLC, a California limited liability company ("Delta", and, collectively with MDCIV and MDCIVA, "MDC Funds"), collectively control CFSI. MDC Funds also collectively control Cornerstone Family Services LLC, a Delaware limited liability company ("Cornerstone"), that has an equity interest in CFSI. MDC Management Company IV, LLC, a California limited liability company ("MDC Management"), is the general partner of MDCIV and MDCIVA and, as such, controls MDCIV and MDCIVA. George E. McCown, Robert B. Hellman, Jr. and David E. De Leeuw are managing members of MDC Management and, as such, collectively control MDC Management. Messrs. Hellman, McCown and De Leeuw, collectively, have investment and voting control over the securities held by Delta.

(2) CFSI, MDCIV, MDCIVA, Delta, Cornerstone, MDC Management, Mr. De Leeuw and Mr. Hellman file Section 16 reports separately from Mr. McCown. The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein.

(3) Pro rata distribution by CFSI, of which Cornerstone is a member.

(4) Pro rata distribution by Cornerstone to its members.

(5) The securities are held directly by MDCIV. Consists of 103,493 common units acquired by MDCIV in the pro rata distribution from CFSI, of which MDCIV is a member, and 788,609 common units acquired by MDCIV in the pro rata distribution from Cornerstone, of which MDCIV is a member.

(6) The securities are held directly by MDCIVA. Consists of 1,594 common units acquired by MDCIVA in the pro rata distribution from CFSI, of which MDCIVA is a member, and 16,762 common units acquired by MDCIVA in the pro rata distribution from Cornerstone, of which MDCIVA is a member.

(7) The securities are held directly by Delta. Consists of 1,539 common units acquired by Delta in the pro rata distribution from CFSI, of which Delta is a member, and 12,687 common units acquired by Delta in the pro rata distribution from Cornerstone, of which Delta is a member.

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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