

STONEMOR PARTNERS LP

Form 4

January 26, 2011

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MDC IV Trust U/T/A November 30,  
2010

(Last) (First) (Middle)

950 TOWER LANE, SUITE 800

(Street)

FOSTER CITY, CA 94404

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/24/2011

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 \_\_\_\_X\_\_\_\_ Other (specify  
below) below)

See footnote (4)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ 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 Acquired (A)<br>or 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:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>units<br>representing<br>limited<br>partner<br>interests | 01/24/2011                              |                                                             | J <sup>(1)</sup>                     | 2,119,891                                                               | D \$ 0 0                                                                                                           | I                                                                       | By CFSI                                                           |
| Common<br>units<br>representing<br>limited<br>partner<br>interests | 01/24/2011                              |                                                             | J <sup>(1)</sup>                     | 1,801,908                                                               | A \$ 0 1,801,908                                                                                                   | I                                                                       | By<br>Cornerstone<br>Family<br>Services<br>LLC                    |

Edgar Filing: STONEMOR PARTNERS LP - Form 4

|                                                     |            |                     |           |   |      |           |                                                |                                    |
|-----------------------------------------------------|------------|---------------------|-----------|---|------|-----------|------------------------------------------------|------------------------------------|
| Common units representing limited partner interests | 01/24/2011 | J <sup>(2)</sup>    | 1,801,908 | D | \$ 0 | 0         | I                                              | By Cornerstone Family Services LLC |
| Common units representing limited partner interests | 01/24/2011 | J <sup>(1)(2)</sup> | 1,784,203 | A | \$ 0 | 1,784,203 | D <sup>(3)</sup> <sup>(4)</sup> <sub>(5)</sub> |                                    |
| Common units representing limited partner interests | 01/24/2011 | J <sup>(1)(2)</sup> | 36,712    | A | \$ 0 | 36,712    | D <sup>(3)</sup> <sup>(4)</sup> <sub>(6)</sub> |                                    |
| Common units representing limited partner interests | 01/24/2011 | J <sup>(1)(2)</sup> | 28,451    | A | \$ 0 | 28,451    | D <sup>(3)</sup> <sup>(4)</sup> <sub>(7)</sub> |                                    |

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, 4, and 5) | 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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | 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            |
| MDC IV Trust U/T/A November 30, 2010<br>950 TOWER LANE, SUITE 800<br>FOSTER CITY, CA 94404            |               |           |         | See footnote (4) |
| MDC IV Associates Trust U/T/A November 30, 2010<br>950 TOWER LANE, SUITE 800<br>FOSTER CITY, CA 94404 |               |           |         | See footnote (4) |
| Delta Fund Trust U/T/A November 30, 2010<br>950 TOWER LANE, SUITE 800<br>FOSTER CITY, CA 94404        |               |           |         | See footnote (4) |

## Signatures

|                                                                                                                              |            |
|------------------------------------------------------------------------------------------------------------------------------|------------|
| /s/ MDC IV Trust U/T/A November 30, 2010, by Wilmington Trust FSB, as Trustee, by Joseph H. Clark, Vice President            | 01/26/2011 |
| __Signature of Reporting Person                                                                                              | Date       |
| /s/ MDC IV Associates Trust U/T/A November 30, 2010, by Wilmington Trust FSB, as Trustee, by Joseph H. Clark, Vice President | 01/26/2011 |
| __Signature of Reporting Person                                                                                              | Date       |
| /s/ Delta Trust U/T/A November 30, 2010, by Wilmington Trust FSB, as Trustee, by Joseph H. Clark, Vice President             | 01/26/2011 |
| __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).
- Pro rata distribution by CFSI LLC, a Delaware limited liability company ("CFSI"), of common units representing limited partner interests in StoneMor Partners L.P. ("StoneMor") to its members, including MDC IV Trust U/T/A November 30, 2010 ("MDC IV Trust"), MDC IV Associates Trust U/T/A November 30, 2010 ("MDC IVA Trust") and Delta Trust U/T/A November 30, 2010 ("Delta Trust" and collectively with MDC IV Trust and MDC IVA Trust, the "Trusts") and Cornerstone Family Services LLC, a Delaware limited liability company ("Cornerstone").
- (1) Pro rata distribution by Cornerstone of common units representing limited partner interests in StoneMor to its members, including the Trusts.
- (2) Voting and investment decisions for each of the Trusts are directed by Gen4 Trust Advisor LLC, a Delaware limited liability company (the "Trust Advisor"), of which Mr. Robert B. Hellman Jr. serves as the sole member and, in such capacity, has investment and voting control over the securities held by the Trusts. The Trust Advisor and Mr. Hellman file Section 16 reports separately from the Trusts.
- (3) The Trusts may be deemed to be a Section 13(d) group that beneficially owns greater than 10% of the outstanding common units representing limited partner interests of StoneMor.
- (4) The securities are held directly by MDC IV Trust. Of these securities, 206,987 common units were received by virtue of the distribution by CFSI and 1,577,216 common units were received by virtue of the distribution by Cornerstone.
- (5) The securities are held directly by MDC IVA Trust. Of these securities, 3,189 common units were received by virtue of the distribution by CFSI and 33,523 common units were received by virtue of the distribution by Cornerstone.
- (6) The securities are held directly by Delta Trust. Of these securities, 3,077 common units were received by virtue of the distribution by CFSI and 25,374 common units were received by virtue of the distribution by Cornerstone.
- (7)

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: STONEMOR PARTNERS LP - 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.