

STONEMOR PARTNERS LP
Form 4
January 09, 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 *
TALBOTT FENTON R

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)
01/07/2008

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

C/O STONEMOR PARTNERS
L.P., 155 RITTENHOUSE CIRCLE

(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

BRISTOL, PA 19007

(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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Units representing limited partner interests | 01/07/2008 | | P | 198 | A \$ 19.9 | 7,065 | D |
| Common Units representing limited partner | 01/07/2008 | | P | 1,100 | A \$ 19.89 | 8,165 | D |

interests

| | | | | | | | |
|--|------------|---|-----|---|-------------|-------|---|
| Common Units representing limited partner interests | 01/07/2008 | P | 100 | A | \$ 19.88 | 8,265 | D |
|--|------------|---|-----|---|-------------|-------|---|

| | | | | | | | |
|--|------------|---|-----|---|-------------|-------|---|
| Common Units representing limited partner interests | 01/07/2008 | P | 200 | A | \$ 19.85 | 8,465 | D |
|--|------------|---|-----|---|-------------|-------|---|

| | | | | | | | |
|--|------------|---|-----|---|-------------|-------|---|
| Common Units representing limited partner interests | 01/07/2008 | P | 102 | A | \$ 19.84 | 8,567 | D |
|--|------------|---|-----|---|-------------|-------|---|

| | | | | | | | |
|--|------------|---|-----|---|-------------|-------|---|
| Common Units representing limited partner interests | 01/07/2008 | P | 200 | A | \$ 19.75 | 8,767 | D |
|--|------------|---|-----|---|-------------|-------|---|

| | | | | | | | |
|--|------------|---|-----|---|---------|-------|---|
| Common Units representing limited partner interests | 01/07/2008 | P | 100 | A | \$ 19.7 | 8,867 | 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.

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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 | 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 Deriv Secur Bene Own Follo Repo Trans |
|---|--|---|---|--------------------------------------|---|--|---|---|--|
|---|--|---|---|--------------------------------------|---|--|---|---|--|

of (D)
(Instr. 3,
4, and 5)

(Instr

| 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 |
| TALBOTT FENTON R C/O STONEMOR PARTNERS L.P. 155 RITTENHOUSE CIRCLE BRISTOL, PA 19007 | X | | | |

Signatures

| | |
|---|------------|
| /s/ Shirley Herman, Attorney-in-Fact | 01/09/2008 |
| **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).

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 form, a reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.