STONEMOR PARTNERS LP

Form 4 May 17, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

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Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FREEDMAN ALLEN

2. Issuer Name and Ticker or Trading Symbol

Issuer

STONEMOR PARTNERS LP

(Check all applicable)

5. Relationship of Reporting Person(s) to

[STON]

05/13/2016

Filed(Month/Day/Year)

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

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

C/O STONEMOR PARTNERS L.P., 3600 HORIZON

BOULEVARD

(Street) 4. If Amendment, Date Original

Applicable Line)

TREVOSE, PA 19053

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

(Instr. 4)

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

(A)

(Instr. 3, 4 and 5)

Reported Transaction(s)

Following

(Instr. 3 and 4) Code V Amount (D) Price

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

(Month/Day/Year)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transac 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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Distribution Equivalent Rights	(1)	05/13/2016		A		133.2047 (2)		(3)	(3)	common units	133.204
Distribution Equivalent Rights	(1)	05/13/2016		A		652.0726 (5)		(3)	(3)	common units	652.072

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer Other				
FREEDMAN ALLEN C/O STONEMOR PARTNERS L.P. 3600 HORIZON BOULEVARD TREVOSE, PA 19053	X						

Signatures

/s/ Shirley Herman, Attorney-in-Fact 05/17/2016

**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 distribution equivalent rights accrue on restricted phantom units representing limited partner interests and become payable, in cash or common units, at the election of the issuer, upon the separation of the reporting person from service as a director or upon the occurrence of certain other events specified in Section 409A of the Internal Revenue Code of 1986, as amended. Each distribution equivalent right is the economic equivalent of one common unit representing a limited partner interest.
- (2) These distribution equivalent rights accrue under the StoneMor Partners L.P. 2014 Long-Term Incentive Plan.
- (3) See Footnote 1.
- 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.
- (5) These distribution equivalent rights accrue under the StoneMor Partners L.P. Long-Term Incentive Plan, as amended.

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.

Reporting Owners 2

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