Edgar Filing: STONEMOR PARTNERS LP - Form 4

STONEMOR PARTNERS LP

Form 4

November 17, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * LAUTMAN MARTIN R

(First)

(Middle)

2. Issuer Name and Ticker or Trading

Symbol

STONEMOR PARTNERS LP

[STON]

5. Relationship of Reporting Person(s) to

Issuer

3. Date of Earliest Transaction

(Month/Day/Year) 11/16/2016

X_ Director 10% Owner

(Check all applicable)

Officer (give title Other (specify

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

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

TREVOSE, PA 19053

(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

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s)

(A)

(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.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
	Security			Code V	(Instr. 3, 4, and 5	o) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Restricted Phantom Units	(1)	11/16/2016		A	1,241.3108		(2)	(2)	common units	1,241.3 (3)

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

LAUTMAN MARTIN R C/O STONEMOR PARTNERS L.P. 3600 HORIZON BOULEVARD TREVOSE, PA 19053



Signatures

/s/ Shirley Herman, 11/17/2016 Attorney-in-Fact

**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).
- Each restricted phantom unit 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 **(1)** 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.
- **(2)** See Footnote 1.
- The reporting person received these restricted phantom units pursuant to the StoneMor Partners L.P. 2014 Long-Term Incentive Plan in (3) lieu of payment to the reporting person of \$12,500 which represents a portion of his annual director's retainer fee.
 - Represents restricted phantom units allocated to the reporting person's deferred compensation account, including distribution equivalent
- rights that accrued under StoneMor Partners L.P. 2014 Long-Term Incentive Plan and under StoneMor Partners L.P. Long-Term **(4)** Incentive Plan, as amended, 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. 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.

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