

STONEMOR PARTNERS LP  
 Form 4  
 November 17, 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 \*  
**STACHE ROBERT**

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)  
 11/13/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Senior Vice President

**C/O STONEMOR PARTNERS,  
 L.P., 311 VETERANS HIGHWAY,  
 SUITE B,**

(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

**LEVITTOWN, PA 19056**

(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 or Disposed of (A) or (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 Ownership (Instr. 4)	
				Code V	Amount	(D)	Price	
Common Units representing limited partner interests	11/13/2008		M	11,125	A	(D)	29,245	D

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

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SEC 1474 (9-02)

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)

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. Amount or Number of Shares
Restricted Phantom Units	(1)	11/13/2008		M	11,125	(1) (1)	Common Units	11,125

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STACHE ROBERT C/O STONEMOR PARTNERS, L.P. 311 VETERANS HIGHWAY, SUITE B, LEVITTOWN, PA 19056			Senior Vice President	

## Signatures

/s/ Shirley Herman,  
Attorney-in-Fact  
11/17/2008

\*\*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).  
On November 8, 2006, the reporting person was granted 44,500 restricted phantom units on a one-time bases pursuant to a Key Employee Restricted Phantom Unit Agreement (the "Key Employee Agreement"), dated November 8, 2006, under the StoneMor Partners L.P. Long-Term Incentive Plan, between the reporting person and StoneMor GP LLC, including 16,500 Time Vested Units and 28,000 Performance Vested Units which vest pursuant to formulas set forth in the Key Employee Agreement. Each restricted phantom unit representing limited partner interests is the economic equivalent of one common unit representing limited partner interests in the issuer. Restricted phantom units become payable, in cash or common units, at the election of the issuer, upon the full vesting of the restricted phantom units. The reporting person settled 4,125 Time Vested Units and 7,000 Performance Vested Units for common units representing limited partner interests in the issuer.

### 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.

## Edgar Filing: STONEMOR PARTNERS LP - Form 4

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