

HELLMAN ROBERT B JR
Form 4
May 20, 2009

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 *
HELLMAN ROBERT B JR

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)
950 TOWER LANE, SUITE 800
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/18/2009

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

FOSTER CITY, CA 94404

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

(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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Units representing limited partner interests | 05/18/2009 | | S ⁽¹⁾ | 892,102 D | \$ 15.36 0 | I | By McCown De Leeuw & Co. IV, L.P. ⁽²⁾ |
| Common Units representing limited partner interests | 05/18/2009 | | S ⁽¹⁾ | 18,356 D | \$ 15.36 0 | I | By McCown De Leeuw & Co. IV Associates, L.P. ⁽²⁾ |

| | | | | | | | | | |
|--|------------|--|------------------|--------|---|-------------|-------|---|-----------------------------|
| Common Units representing limited partner interests | 05/18/2009 | | S ⁽¹⁾ | 14,226 | D | \$ 15.36 | 0 | I | By Delta Fund LLC (2) |
| Common Units representing limited partner interests | | | | | | | 5,000 | 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.

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. Nu Deriv Secur Bene Own Follo Repo Trans (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 |
| HELLMAN ROBERT B JR 950 TOWER LANE, SUITE 800 FOSTER CITY, CA 94404 | | X | | |

Signatures

/s/ Robert B.
Hellman, Jr.

05/20/2009

__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 sale of common units representing limited partner interests (the "Units") by McCown De Leeuw and Co. IV, L.P. ("MDCIV"), McCown De Leeuw and Co. IV Associates, L.P. ("MDCIVA") and Delta Fund LLC ("Delta") was pursuant to a Sales Agency Agreement with Raymond James & Associates, Inc., as exclusive sales agent, dated May 18, 2009, discussed in the prospectus supplement of StoneMor Partners L.P. (the "Issuer") dated May 18, 2009 and filed with the Securities and Exchange Commission (the "Commission") on May 19, 2009, supplementing the prospectus dated December 7, 2007 filed as part of the Issuer's registration statement on Form S-3 (File No. 333-144453) with the Commission on July 10, 2007. The Units were sold on May 18, 2009.

(2) MDC Management Company IV, LLC, a California limited liability company ("MDC Management"), is the general partner of MDCIV and MDCIVA, and as such, controls MDCIV and MDCIVA. The reporting person is a managing member of MDC Management and, as such, may be deemed to control MDC Management. The reporting person also shares investment and voting control over the securities held by Delta. The reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein.

Remarks:

The filing of this Statement shall not be construed as an admission (a) that the person filing this Statement is, for the purposes

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

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