#### Edgar Filing: STONEMOR PARTNERS LP - Form 4

#### STONEMOR PARTNERS LP

Form 4

January 11, 2008

Check this box

if no longer

subject to

Section 16.

Form 4 or

Form 5

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

partner

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SHANE WILLIAM ROBERT Issuer Symbol STONEMOR PARTNERS LP (Check all applicable) [STON] (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) C/O STONEMOR PARTNERS. 01/09/2008 Executive Vice President, CFO L.P., 155 RITTENHOUSE CIRCLE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting BRISTOL, PA 19007 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Ownership Indirect (Instr. 3) (D) Beneficially Form: Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned Direct (D) or Indirect Following (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) (D) Price Code V Amount Common Units representing 01/09/2008 M 15,375 A D (1) 26,110 limited partner interests 16,195 Ι By Ten Common Units Twenty L.P. representing limited

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

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interests

Common

Units

representing limited By Osiris

Investments

LP (3)

partner interests

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

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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. Transacti Code (Instr. 8)	5. Number of orDerivative 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. D S-(I
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Phantom Units	(1)	01/09/2008		M	15,375	<u>(1)</u>	<u>(1)</u>	Common Units	15,375	

# **Reporting Owners**

/s/ Shirley Herman,

\*\*Signature of Reporting Person

Attorney-in-Fact

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
SHANE WILLIAM ROBERT C/O STONEMOR PARTNERS, L.P. 155 RITTENHOUSE CIRCLE BRISTOL, PA 19007	X		Executive Vice President, CFO				
Signatures							

01/11/2008

Date

Reporting Owners 2

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## **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 61,500 restricted phantom units on a one-time bases pursuant to a Key Employee Restricted Phanton 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 21,500 Time Vested Units
- and 40,000 Performance Vested Units which vest pursuant to formulas set forth in the Key Employee Agreement. Each restricted phanton 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 5,375 Time Vested Units and 10,000 Performance Vested Units for common units representing limited partner interests in the issuer.
- (2) The reporting person is the general partner of Ten Twenty L.P.
  - The general partner of Osiris Investments LP is Osiris Investments LLC. Lawrence Miller and William R. Shane are each a 50%
- (3) member of Osiris Investments LLC and share investment and voting power over the securities held by Osiris Investments LP. Mr. Miller and Mr. Shane file separate Section 16 reports.

#### **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.