STONEMOR PARTNERS LP

Form 4

November 13, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

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

obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person *

FREEDMAN ALLEN

2. Issuer Name and Ticker or Trading

Symbol

STONEMOR PARTNERS LP

[STON]

(Month/Day/Year)

11/08/2006

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

C/O STONEMOR PARTNERS

(Street)

(State)

(First)

L.P., 155 RITTENHOUSE CIRCLE

(Middle)

(Zip)

4. If Amendment, Date Original

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check

X_ Director

Officer (give title

Applicable Line)

Filed(Month/Day/Year) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

BRISTOL, PA 19007

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

1. Title of 2. Transaction Date 2A. Deemed Security (Instr. 3)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

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

5. Amount of Securities Beneficially Owned Following

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

10% Owner

Other (specify

Reported (A) Transaction(s) or (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.

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

1. Title of

Conversion

Derivative

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of **TransactionDerivative**

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and	14)
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Phantom Units	<u>(1)</u>	11/08/2006		A	147.2667	(2)	(3)	common units	147.2667
Restricted Phantom Units	<u>(4)</u>	11/08/2006		A	3,000	<u>(5)</u>	<u>(6)</u>	common units	3,000

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

FREEDMAN ALLEN
C/O STONEMOR PARTNERS L.P.
155 RITTENHOUSE CIRCLE

BRISTOL, PA 19007

Signatures

/s/ Shirley Blacketor, 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 unit of restricted phantom units 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 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.
- (3) See Footnote 1.
- (4) See Footnote 1
- (5) See Footnote 1
- (6) See Footnote 1
- The reporting person was granted 3000 restricted phantom units on a one-time basis pursuant to a Director Restricted Phantom Unit

 (7) Agreement dated November 8, 2006, under the StoneMor Partners L.P. Long-Term Incentive Plan, between the reporting person and StoneMor GP LLC.

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

Reporting Owners 2

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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.