## Edgar Filing: STONEMOR PARTNERS LP - Form 4

| STONEMOR PA  | ARTNERS L  | Р   |  |  |  |  |  |                            |                |                              |                       |
|--|--|---|--|--|--|--|--|----------------------------|----------------|------------------------------|-----------------------|
| November 13, 20  | 006  |   |  |  |  |  |  |                            |                |                              |                       |
| ,  | 1  |   |  |  |  |  |  |                            | OMB A          | PPROVA                       | ۱L                    |
|  | FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 |   |  |  |  |  |  |                            | OMB<br>Number: | 3235-                        | -0287                 |
| Check this bo<br>if no longer<br>subject to<br>Section 16.<br>Form 4 or<br>Form 5<br>obligations<br>may continue.<br><i>See</i> Instruction<br>1(b). | STATEM<br>Filed pur<br>Section 17(   | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF<br>SECURITIES<br>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,<br>Section 17(a) of the Public Utility Holding Company Act of 1935 or Section<br>20(b) of the Investment Company Act of 1940 |  |  |  |  |  |                            |                | Januai<br>average<br>irs per | ry 31,<br>2005<br>0.5 |
| (Print or Type Respo   | onses)   |   |  |  |  |  |  |                            |                |                              |                       |
| 1. Name and Address of Reporting Person <u>*</u><br>MILLER LAWRENCE  |  |   | 2. Issuer Name and Ticker or Trading<br>Symbol<br>STONEMOR PARTNERS LP<br>[STON] |  |  | 5. Relationship of Reporting Person(s) to<br>Issuer<br>(Check all applicable)  |  |                            |                |                              |                       |
| (Last) (First) (Middle) 155 RITTENHOUSE CIRCLE   |  |   | 3. Date of Earliest Transaction<br>(Month/Day/Year)<br>11/08/2006                |  |  | X Director 10% Owner<br>X Officer (give title Other (specify<br>below) below)<br>President and CEO   |  |                            |                |                              |                       |
| (Street)   |  |   | 4. If Amendment, Date Original Filed(Month/Day/Year)                             |  |  | <ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul> |  |                            |                |                              |                       |
| BRISTOL, PA  | 19007  |   |  |  |  |  | Person   |                            |                | sporting                     |                       |
| (City)   | (State)  | (Zip)   | Tab  | le I - Non-l                           | Derivative   | Securities A   | cquired, Disposed  | of. o                      | r Beneficial   | llv Owne <sup>,</sup>        | d                     |
|  | ransaction Date<br>nth/Day/Year)   | Execution any   | ed<br>Date, if   | 3.<br>Transactio<br>Code<br>(Instr. 8) | 4. Securiti<br>nAcquired<br>Disposed<br>(Instr. 3, 4 | es<br>(A) or<br>of (D)   | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. O<br>Forr<br>(D)<br>(I) |                | 7. Nature<br>Indirect        | e of<br>al<br>iip     |
| Reminder: Report of  | n a separate line  | for each cl   | ass of sec   | urities bene                           | ficially own   | ed directly  | or indirectly.   |                            |                |                              |                       |
| report o   | opulate line   |   |  |  | Person<br>inform<br>require                          | ns who restation cont<br>ed to resp<br>ys a curre  | spond to the colle<br>tained in this forn<br>ond unless the fo<br>ntly valid OMB co                                | n are<br>orm               | e not          | SEC 1474<br>(9-02)           |                       |

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.        | 5. Number of | 6. Date Exercisable and | 7. Title and Amount | 8. P |
|-------------|-------------|---------------------|--------------------|-----------|--------------|-------------------------|---------------------|------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti | orDerivative | Expiration Date         | of Underlying       | Der  |
| Security    | or Exercise |                     | any                | Code      | Securities   | (Month/Day/Year)        | Securities          | Sec  |

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| (Instr. 3)                     | Price of<br>Derivative<br>Security |            | (Month/Day/Year) | (Instr. 8 | or D<br>(D)<br>(Inst | Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |                        | (Instr. 3 and 4)   |                 | (Ins                                |    |
|--------------------------------|------------------------------------|------------|------------------|-----------|----------------------|--|------------------------|--------------------|-----------------|-------------------------------------|----|
|                                |                                    |            |                  | Code      | V (4                 | A) (E  | D) Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares | \$ |
| Restricted<br>Phantom<br>Units | <u>(1)</u>                         | 11/08/2006 |                  | A         | 61,                  | 500  | (2)                    | (3)                | common<br>units | 61,500                              |    |

# **Reporting Owners**

| Reporting Owner Name / Address                                 | Relationships |                   |                   |       |  |  |  |  |
|--|---------------|-------------------|-------------------|-------|--|--|--|--|
|  | Director      | 10% Owner Officer |                   | Other |  |  |  |  |
| MILLER LAWRENCE<br>155 RITTENHOUSE CIRCLE<br>BRISTOL, PA 19007 | Х             |                   | President and CEO |       |  |  |  |  |
| Signatures   |               |                   |                   |       |  |  |  |  |
| /s/ Shirley Blacketor,<br>Attorney-in-Fact                     |               | 11/10/200         | 06                |       |  |  |  |  |

Date

<u>\*\*</u>Signature of Reporting Person

## 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).

The reporting person was granted 61,500 restricted phantom units on a one-time basis 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 21,500 Time Vested Units and 40,000 Performance Vested Units

- (1) which vest pursuant to formulas set forth in the Key Employee Agreement. 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 full vesting of the restricted phantom units.
- (2) See Footnote 1
- (3) See Footnote 1

#### **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.