

So Austin
Form 4
April 05, 2019

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 *
So Austin

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)
04/03/2019

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
General Counsel, CLO and Sec.

C/O STONEMOR PARTNERS L.P., 3600 HORIZON BOULEVARD

(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

TREVOSE, PA 19053

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common units representing limited partner interests	04/03/2019		M	3,858 A <u>(1)</u> <u>(2)</u>	8,624	D	
Common units representing limited	04/03/2019		M	4,549 A <u>(3)</u> <u>(4)</u>	13,173	D	

partner
interests

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

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(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 or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Phantom Units	<u>(1)</u> <u>(2)</u>	04/03/2019		M	3,858	<u>(1)</u> <u>(2)</u>	<u>(1)</u> <u>(2)</u>	Common Units	3,858
Time Vested Units	<u>(3)</u> <u>(4)</u>	04/03/2019		M	4,549	<u>(3)</u> <u>(4)</u>	<u>(3)</u> <u>(4)</u>	Common Units	4,549

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
So Austin C/O STONEMOR PARTNERS L.P. 3600 HORIZON BOULEVARD TREVOSE, PA 19053				General Counsel, CLO and Sec.

Signatures

/s/ Lauren N. Kurtz,
Attorney-in-Fact

04/05/2019

__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 March 19, 2018, the reporting person was granted 11,574 phantom units vesting in three equal annual installments on each April 3 (or first business day thereafter) commencing on April 3, 2018 pursuant to a Key Employee Unit Agreement (the "2017 Award Agreement"), entered into as of March 19, 2018, by and between StoneMor GP LLC, the general partner of StoneMor Partners L.P. ("StoneMor GP"), and the reporting person. Each such phantom unit represents a contingent right to receive one common unit representing a limited partner interest or, at the discretion of the compensation committee of the Board of Directors of StoneMor GP, the cash equivalent of the fair market value of a common unit, in each case, conditioned upon satisfying certain time and other conditions.
 - (1) On April 3, 2019, 3,858 common units vested pursuant to the 2017 Award Agreement.
 - On March 19, 2018, the reporting person was granted 13,647 phantom units vesting in three equal annual installments on each April 3 (or first business day thereafter) commencing on April 3, 2019 pursuant to a Key Employee Unit Agreement (the "2018 Award Agreement"), entered into as of March 19, 2018, by and between StoneMor GP and the reporting person. Each such phantom unit represents a contingent right to receive one common unit representing a limited partner interest or, at the discretion of the compensation committee of the Board of Directors of StoneMor GP, the cash equivalent of the fair market value of a common unit, in each case, conditioned upon satisfying certain time and other conditions.
 - (3) On April 3, 2019, 4,549 common units vested pursuant to the 2018 Award Agreement.

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.

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