

HELLMAN ROBERT B JR
Form 4
December 02, 2010

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)
11/30/2010

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 partnership interests | | | | (A) or (D) Price | 2,119,891 ⁽¹⁾ <u>(2)</u> <u>(3)</u> <u>(4)</u> | I | By CFSI LLC ⁽⁵⁾ |
| Common Units representing limited partnership interest | | | | (A) or (D) Price | 5,000 | D | |

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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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 | X | | |

Signatures

/s/ Robert B. Hellman, Jr. 12/02/2010

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).

- This Form 4 is being filed to report the transfer by McCown De Leeuw & Co. IV, L.P., a California limited partnership ("MDCIV"), McCown De Leeuw & Co. IV Associates, L.P., a California limited partnership ("MDCIVA"), and Delta Fund LLC, a California limited liability company ("Delta" and, collectively with MDCIV and MDCIVA, the "MDC Funds"), of the MDC Funds' respective interests in
- (1) CFSI LLC, a Delaware limited liability company ("CFSI") and Cornerstone Family Services LLC, a Delaware limited liability company ("Cornerstone"), which has an equity interest in CFSI, to three newly formed liquidating trusts, MDC IV Trust U/T/A November 30, 2010 ("MDC IV Trust"), MDC IV Associates Trust U/T/A November 30, 2010 ("MDC IVA Trust") and Delta Fund Trust U/T/A November 30, 2010 ("Delta Trust" and collectively with MDC IV Trust and MDC IVA Trust, the "Trusts").
 - (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, Mr. George E. McCown and Mr. David E. De Leeuw

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are managing members of MDC Management and, as such, collectively control MDC Management and, prior to such transfers, shared investment and voting control over the securities previously held by MDCIV and MDCIVA. Prior to such transfers, the Reporting Person and Mr. McCown also shared investment and voting control over the securities previously held by Delta.

- As a result of such transfers, the Trusts collectively control CFSI and Cornerstone. Voting and investment decisions for each of the Trusts are directed by Gen4 Trust Advisor LLC, a Delaware limited liability company (the "Trust Advisor") of which the Reporting Person serves as the sole member and, in such capacity, has investment and voting control over the securities held by the Trusts. The Reporting Person is also a beneficiary of each of the Trusts. Therefore, the transfers reported hereby merely constitute a change in the form of the Reporting Person's indirect beneficial ownership and do not constitute a change in the Reporting Person's beneficial ownership of these securities.
- (3)
- (4) The MDC Funds, MDC Management, Mr. De Leeuw, Mr. McCown, the Trusts and the Trust Advisor file Section 16 reports separately from the Reporting Person.

- The common units representing limited partnership interests in StoneMor Partners L.P. reflected on this report are held directly by CFSI.
- (5) The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein.

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.